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TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: MAYOR AEXTREMA, C.A., Inc.
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Leonardo López
Name of Person

Mayor Aextrema, C.A., Inc.
Firm/Company

11684 S.W. 137 Path
Address

Miami, FL 33186
City/State and Zip code

miguelah90@Email.com
E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Miguel López at (305) 244-7979
Name of Person — Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☒ $70.00 Filing Fee
- ☐ $78.75 Filing Fee & Certificate of Status
- ☐ $78.75 Filing Fee & Certified Copy
- ☐ $87.50 Filing Fee, Certificate of Status & Certified Copy

CK-104

FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 6, 2010

LEONARDO LOPEZ
MAYOR AEXTREMA, C.A., INC.
11684 S.W. 137 PATH
MIAMI, FL 33186

SUBJECT: MAYOR AEXTREMA, C.A., INC.
Ref. Number: W10000046904

We have received your document for MAYOR AEXTREMA, C.A., INC. and your check(s) totaling $70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist II

Letter Number: 210A00023732

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. MAYOR AEXTREMA, C.A., Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")

____
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Venezuela
(State or country under the law of which it is incorporated)

3. ______________________________
(FEI number, if applicable)

4. August 22, 2008
(Date of incorporation)

5. 20 years
(Duration: Year corp. will cease to exist or "perpetual")

6. NA
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 11684 S.W. 137 Path, Miami, FL 33186
(Principal office address)

11684 S.W. 137 Path, Miami, FL 33186
(Current mailing address)

8. Import - Export
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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TALLAHASSEE, FLORIDA

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Leonardo Lopez

Office Address: 11684 S.W. 137 Path

Miami, Florida 33186
(City) (Zip code)

10. **Registered agent's acceptance:**
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

[signature]
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Miguel A. López

Address: 11684 S.W. 137 Path, Miami, FL 33186

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: Miguel A. López

Address: 11684 S.W. 137 Path, Miami, FL 33186

Vice President: Daisy G. López

Address: Calle Los Sauces #50
Maracay, Aragua, VENEZUELA

Secretary:

Address:

Treasurer:

Address:

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TALLAHASSEE, FLORIDA

NOTE: *If necessary, you may attach an addendum to the application listing additional officers and/or directors.*

13. [signature]
(Signature of Director or Officer listed in number 12 of the application)

14. Miguel A. López
(Typed or printed name and capacity of person signing application)

AMPARO DE MATTERN
C.I. V-6.233.609
GACETA OFICIAL
Nº 31338
TITULO Nº 18

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Amparo de Mattern, I. D. Card No. 6.233.609, who undersigns, Public Interpreter and Translator of English of the Bolivarian Republic of Venezuela, according to Title No. 18, issued by the Ministry of Justice (now called Ministry of Popular Power for Interior Relations and Justice), and published in Official Gazette No. 31.338, dated October 11, 1977, registered at the Principal Office of Public Registry of the Federal District (now called Capital District), on the 15th. of September, 1977, under No.236, folio 122 of Protocol Unique and Principal, Volume II, and in the Court of First Instance in the Civil and Mercantile Matters of the Judicial Circumscription of the State of Aragua, on the 22nd. Of September 1977, under No. 4, folio 3 of the respective book, and also registered at the Embassies of the United States of America, Great Britain and the Republic of Trinidad and Tobago, in Caracas, do hereby certify that a document written in Spanish has been presented to be translated into English and reads as follows:

"Coat of Arms of the Bolivarian Republic of Venezuela. **BOLIVARIAN REPUBLIC OF VENEZUELA.** MINISTRY OF POPULAR POWER FOR INTERIOR RELATIONS AND JUSTICE. RM No. 283, 200º and 151º. **AUTONOMOUS SERVICE FOR REGISTRIES AND NOTARIES. FIRST MERCANTILE REGISTRY OF THE STATE OF ARAGUA.** I, the undersigned, do hereby **CERTIFY** that the **certified photo static copy,** consisting of **five (5)** folios, reproduced ahead, has been checked with its original, and is a true and exact transfer of the document registered under No. 42 – CONSTITUTION PAPERS, VOLUME 66-A-2008, FIRST MERCANTILE REGISTRY OF THE STATE OF ARAGUA, dated 08/22/2008. CORRESPONDING TO THE COMPANY: **MAYOR AEXTREMA, C.A.,** registered under entry No. **67522** dated: **MUNICIPALITY OF GIRARDOT, 26TH OF AUGUST TWO THOUSAND TEN.** I also CERTIFY that this **Certified photo static Copy** has been realized in this Office by Officer **MAIDELYN**

INTERPRETE PUBLICO DE LA REPUBLICA BOLIVARIANA DE VENEZUELA
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YOLET REQUENA BARRIOS, holder of I. D. Card No. **V-14.429.887,** person authorized by mE for same, And who signs every page of the present document. (Illegible signature), **Mercantile Registrar,** Lawyer MARY MICAELA MARTINEZ FERNANDEZ. (Official seal stamped). (The next page is the receipt of the fees paid and has the following basic content): (There are stamped the Coat of Arms of the Bolivarian Republic of Venezuela and the one of the Ministry of the Popular Power for Interior Relations and Justice as well as the Emblem of Saren (Autonomous Service of Registries and Notaries), Ministry of Popular Power for Interior Relations and Justice. Date of issue: 20th of August 2010. Proceeding No. 283 2010 3.3268. NOTE: After the issue of the Bank unique voucher, a term of 60 days will be available for its filing before the Main Registrar of the State of Aragua.-. SAREN, Autonomous Service of Registries and Notaries..- **BANK UNIQUE VOUCHER No. 28300011493.** Type of service: CERTIFIED PHOTO STATIC COPY Complete Name: ANA YSABEL RIVAS CORTEZ, I. D, CARD No. V-14.948.227. Treasury Bank. Concept: Cash amount or check of the same bank. Total amount: Forty Bolivars and 30 Cents. (40.30 BsF.). Date of Payment: August 26, 2010 18, 2010,- (Illegible signatures of issuing bank officers). (Illegible signature of receiver bank officer). Mary Martinez, I. D. Card No.10.373.588, REGISTRAR. (Illegible signature). (There is affixed the official seal of the bank cashier).

CITIZEN FIRST MERCANTILE REGISTRAR OF THE JUDICIAL CIRCUMSCRIPTION OF THE STATE OF ARAGUA. YOUR OFFICE.

I, **MIGUEL ANGEL LOPEZ HERNANDEZ**, Venezuelan, of legal age, holder of I. D. Card No. V-10.342.145 and of this domicile, sufficiently authorized in the Constitution Papers of the Corporation **MAYOR AEXTREMA, C.A.**, constituted in this same city, appear before you and state: According to provisions contained in Article 215 of the Commercial Code in force, attach to the present an original of the Constitution Papers of the Corporation before mentioned, fulfilled in same all legal requirements for its

AMPARO DE MATTERN C.I. V-6.233.609 GACETA OFICIAL Nº 31338

AMPARO DE MATTERN C.I. V-6.233.609 GACETA OFICIAL Nº 31338 formation, and has been written with sufficient amplitude to serve at the same time as social By-Laws of same. I also attach an inventory of the capital goods contributed by the shareholders, representing the 100% of the social capital, and a letter of acceptance of the Statutory Auditor. Having fulfilled all legal requirements, I request you to order the Registration, fixing and publishing according to the Law. In Maracay, at the date of presentation. (Illegible signature) Miguel A. Lopez H. Bar Association No. 122.081. (Official seal of the Mercantile Registry stamped).

BOLIVARIAN REPUBLIC OF VENEZUELA. MINISTRY OF POPULAR POWER FOR INTERIOR RELATIONS AND JUSTICE. FIRST MERCANTILE REGISTER OF THE JURIDICAL CIRCUMSCRIPTION OF THE STATE OF ARAGUA.

Maracay, August twenty-two (22) of the year two-thousand eight (Years 197 and 148). The foregoing participation has been presented. Having fulfilled all legal requirements, register in the Mercantile Register together with the filed documents, fix and publish the respective entry, form the expedient of the Corporation and file the original together with one copy of the Constitution Papers and further documents attached, Issue the copy of publication. The foregoing document written by Dr. MIGUEL LOPEZ, IS REGISTERED IN THE Commercial Register under No. -42- Volume -66-A. Fees paid Bs.F. 345.46, according to voucher AJ No. 271443. Bank No. 147481, value Bs. F. 361,10. The identification has been carried out as follows: MIGUEL ANGEL LOPEZ HERNANDEZ, I. D. Card No. 10342145. (Illegible Signature) The First Mercantile Registrar (Dep), Dr. ELEAZAR E. CARABALLO D´SOUSA. It is certified that the fees corresponding to the Law of Fiscal Stamps according to Article 35 have been paid. This page belongs to: MAYOR AEXTREMA C.A. CON/ 21/JOS. **VALID WITHOUT AMENDMENTS.** (There are affixed Venezuelan Fiscal Stamps for a total value of 0.02 Venezuelan Tax Units).

We, MIGUEL ANGEL LOPEZ HERNANDEZ, DAISY GENOVEVA LOPEZ HERNANDEZ and LELY MARGARITA LOPEZ DE URIBE, Venezuelan, merchants,

AMPARO DE MATTERN C.I. V-6.233.609 GACETA OFICIAL Nº 31338

AMPARO DE MATTERN V-6.233.609 GACETA OFICIAL Nº 31338 TITULO Nº 18 legal age, holders of I. D. Cards No.10.342.145, 7.299.851 and 4.554.537, of this domicile, by means of this document declare, that we have decided to constitute, as in effect we do, a Corporation, which is ruled by the following clauses, written with enough amplitude to be used as well as Incorporation Papers and as Social By-law.

CHAPTER I

NAME, DOMICILE, OBJECT AND LIFE

FIRST: The name of the Corporation will be **Mayor Aextrema, C.A.**

SECOND: The domicile of the Corporation will be the City of Maracay, State of Aragua, and will be located in the city center, Calle Paez No.6, Comercial Cristo Rey, Zamora Parish, Municipality of Zamora, Villa de Cura, State of Aragua, being authorized to establish branches, agencies, representations or offices in any other place of the country or abroad, if the Board of Directors so decides.

THIRD: "The social object of the Corporation will be everything related to import, export, distribution, transport, storing, buying and selling of articles for sports, hunting, fishing, manufacturing machinery, raw material for the production of articles for sports and any further merchandise of legal commerce, and related with the principal object and any further activity related with the principal object of the Corporation, without any further limitations that the ones established by the Law.

FOURTH: The Corporation will have a life of twenty (20) years, counted from the date of its registration in the Mercantile Registry, being able to extend its life for the same period of time, or superior or inferior, if it so decided by the General Shareholders Meeting.-

CHAPTER II.

SOCIAL CAPITAL, SHARES AND SHAREHOLDERS.

FIFTH: The capital of the Corporation is of Twenty Thousand Bolivars (Bs.20.000,00) represented by twenty thousand nominative shares, with a value of one Bolivar (1.00) each one. This social capital has been totally subscribed and paid by the shareholders

AMPARO DE MATTERN C.I. V-6.233.609 GACETA OFICIAL Nº 31336 in the following way: MIGUEL ANGEL LÓPEZ HERNÁNDEZ subscribes and pays nineteen thousand (19.000) shares for a total amount of nineteen thousand Bolivars (Bs.19.000,00), DAISY GENOVEVA LÓPEZ HERNÁNDEZ, subscribes and pays five hundred (500,00) shares for a total amount of five hundred Bolivars (Bs.500,00), and LELY MARGARITA LÓPEZ DE URIBE, subscribes and pays five hundred (500,00) shares for a total amount of five hundred Bolivars (Bs.500,00), which comes to a total of twenty thousand Bolivars (Bs.20.000,00), on account of the contribution carried out by the shareholders of the Corporation, according to evidence through attached inventory which forms part of this expedient.

SIXTH: Each share gives his(her) owner the same rights and obligations, and gives them the right to one vote in the deliberations of the Meetings.

CHAPTER III.

PREFERENTIAL RIGHT.

SEVENTH: The shareholders have among them and in a proportional way and according to the shares they possess in the Corporation, **a preferential right** in order to acquire the shares which other shareholder decide to sell or transfer; in such a case the shareholder which decides to sell or transfer his(her) total or partial amount of shares, should so communicate in written indicating the price and other conditions to the President of the Corporation, who, in a term of ten (10) days counting from the date of receipt of this communication, should submit this offer to the shareholders. The shareholders who receive the before mentioned offer will have a term of sixty (60) days from the receipt of this communication, to exercise their preferential right; once this term has elapsed, the shareholder who does not answer will show that he(she) does not have any interest in acquiring said shares. If several shareholders wish to exercise their preferential right, will do it in a proportional manner in regard to the shares they own. If the other shareholders do not want to acquire the shares, the offering shareholder can sell them to third parties.

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CHAPTER IV.

IN REGARD TO THE MEETINGS.

EIGHTH: The maximum authority and direction of the Corporation is in the hands of the General Shareholders Meeting, legally constituted, in a regular or special form. Its decisions will be agreed upon respecting the legal and statutory limits and faculties, are obligatory to all the shareholders, as well as to the ones that were not present in same, having them the legal and pertinent rights and resources.

NINTH: The Regular Shareholders Meeting will meet every year on the first fortnight of the month of March, and the Special Shareholder Meeting will meet when the interests of the Corporation so requires, and must be called by the Board of Directors, upon request of the Statutory Auditor of the Corporation, or upon request of a number of shareholders who represent, at least, the fifty percent (50%) of the social capital. Both Meetings will meet previous called published in a newspaper three (3) days in advance to the date fixed for the Meeting. Notwithstanding, the Meeting which has not been called, will be valid if, in same, the total of the social capital is present. The shares can be represented at the Meetings by constituted representatives holding authenticated document.

TENTH: The shareholders Meeting, either Regular or Special, will be considered validly constituted in order to deliberate, when there are represented, at least, the fifty-one percent (51%) of the shares which form the social capital and their decisions will be considered validly adopted, when they are approved by a number of votes which represent, at least, the fifty-one percent (51%) of the social capital. When, even though the calls, a number of shareholders which represent, at least, the proportion before pointed out, it will proceeded according to Norms of the Commercial Code which regulates this matter. Notwithstanding, and even with a second call, the Meeting cannot validly operate, if there, at least, a fifty-one percent (51%) of the social capital is not represented, being required by the validity of its decisions the approval of a number

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of votes which represents the fifty-on percent (51%) of the social capital. The representation and the majority agreed upon in this clause will be required by any object submitted to the Shareholders Meeting. The Shareholders Meeting will be presided by the President, and in his(her) absence by his(her) substitute, who will be designed as replacement.

ELEVENTH: The attributions of the Regular Meeting are: a. Appoint the Board of Directors and their substitutes and, the Statutory Auditor. b. Discuss, approve or modify the General Balance of the Corporation and its Loss and Profit Statement based in the Statutory Auditor Report. c) Decide in regard to the Dividends distribution and to the setting up of the special reserve fund. d) Decide in regard to the signature of contracts which involve the Corporation assets. e) Any other attribution that the law may request.-

CHAPTER V.

THE ADMINISTRATION OF THE CORPORATION.

TWELFTH: The direction of the Corporation administration corresponds to the Board of Directors, which is integrated by a President, a Vice-President and a General Manager, who will remain in their positions for a term of ten (10) years, and who can be or not shareholders of the Corporation, being able to be re-elected or replaced, but in no case they will abandon their positions till their substitutes have been appointed.- **THIRTEENTH:** The Board of Directors will have the following attributions: a) Call the meetings, fix the subjects which will be dealt with in same, fulfill and make fulfill its decisions. b) Establish the general administration ordinary or extraordinary expenses and plan the business of the Corporation. c) Appoint or remove the required personnel for the activities or business of the Corporation, fixing their salaries and taking care that they fulfill their obligations. d) Write the General Balance, the General Inventory and the Loss & Profit Statement and a detailed report, which must be yearly presented to the Regular Meeting in regard to the administration of the Corporation. e) Calculate

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and determine the dividend to be distributed among the shareholders, agree and fixed the opportunity of payment and establish the amount of the contributions which are deemed convenient for reserve funds, warranties, all of these matters will be submitted to the Regular Shareholders Meeting for its consideration and approval. f) Dispose of the allocation of reserve funds, according to provisions contained in the Commercial Code. g) And, in general, carry out any and all the usual and regular acts in regard to management and disposal of the Corporation.

FOURTEENTH. The Judicial or Extra-Judicial representation of the Corporation will be exercised by the President and will have the following attributions: 1) Represent the Corporation in anything which will be necessary and in all those cases in which it will be necessary and also in all those cases in which he(she) will be specially authorized. 2) Sign on behalf of the Corporation all kind of private or public documents, commercial papers, letters of exchange, checking accounts, checks, endorsements and any other business necessary for the development of the social object of the Corporation. 3) Open, close, transfer, move, in any way, checking accounts, not only Commercial but also Banking. 4) The President can delegate, of full right, upon the persons that he(she) appoints by writing, the representation of the Corporation, reserving for himself(herself), the exercise of same in a separate of joint manner, in order that he(she) can validly represent the Corporation in cases of legal, administrative and extrajudicial procedures, and in front of organisms or public and/or private organizations. By virtue of this delegation he(she) can exercise any action which will be necessary in order to safeguard the interests of the Corporation, including exercise the collection of checks and other securities, to prepare a notice of protest, and any other faculty which will be granted to him(her) by the President.

FIFTEENTH: The attributions of the Vice-President will be to substitute the President during his temporal absences superior to one (1) day, or the absolute ones, or the ones

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assigned by the President, in case of temporal or absolute absence of the President or Vice-President, they will be substituted by the General Manager.

CHAPTER VI.

THE STATUTORY AUDITOR.

SIXTEENTH: The Corporation will have a Statutory Auditor, who will be appointed by the Regular Shareholders Meeting and will stay in his position for three (3) years and can be re-elected.-

SEVENTEENTH: Citizen LIC. NAHIR AMARO VARGAS, holder of I. D. Card No. 7.226.885, of legal age, registered as Certified Public Accountant under No.21.904 is hereby appointed.

CHAPTER VII.

FINAL PROVISIONS.

EIGHTEENTH: The fiscal exercise of the Corporation will start on the first (1^{st}.) of January each year and will end on the thirty-first (31^{st}.) of December of the same year. The first economic exercise starts on the day of the registration of the constitution document and will finish on the 31^{st}. of December.-

NINETEENTH: On the 31^{st}. of December each year the accounts will be liquidated and closed and the corresponding Balance will be prepared, presenting said document to the Statutory Auditor. Once verified said Balance and the Loss and Profit Statement, the following attributions will be carried out: a) A ten percent (10%) for the formation of a reserve fund till reaching an equivalent amount of a twenty percent (20%) of the social capital. (b) The remaining sum, after the deductions related to the Organic Work Law, other social laws, national, state and municipal taxes, rates and contributions and other payments requested by the laws will remain to the disposition of the Shareholders Meeting to be distributed in the way that same determines, and after having heard the Board of Directors in regard to the dividend that must be distributed among the

AMPARO DE MATTERN C.I. V-6.233.609 GACETA OFICIAL N° 31338 shareholders. Dividends which were not collected on the date of their liquidity will not earn any interest.

TWENTIETH: In this same act, the Constitutive Meeting appointed the Board of Directors of the Corporation, which is integrated as follows: PRESIDENT: MIGUEL ANGEL LÓPEZ HERNÁNDEZ; VICE-PRESIDENT: DAISY GENOVEVA LÓPEZ HERNÁNDEZ; and GENERAL MANAGER: LELY MARGARITA LÓPEZ DE URIBE, already identified.

TWENTY-FIRST: Citizen Miguel A. López H. of legal age, holder of I. D. Card No. 10.342145, active lawyer, registered at Bar Association under No.1122081, is hereby authorized in order to comply with the parameters to carry out the Registration and Publication of the Corporation, before the competent Mercantile Registry.

TWENTY-SECOND: In regard to the matters that are not dealt with in this document, the provisions to be applied are established in the Commercial Code and other pertinent Laws.-

(Illegible signature)	(Illegible signature)	(Illegible signature)
I.D.C.10.342.143	I.D.C.7.299.851	I.D.C. 4.554.537

(There is attached another folio which reads as follows):

BOLIVARIAN REPUBLIC OF VENEZUELA. MINISTRY OF POPULAR POWER FOR INTERIOR RELATIONS AND JUSTICE. RM No.283. 200º & 151º.- AUTONOMOUS SERVICE OF REGISTRIES AND NOTARIES. FIRST MERCANTILE REGISTRY OF THE STATE OF ARAGUA.-

Municipality of Girardot, 26 of August of the year 2010. Document received on this same date, which consists of **five (5)** useful folios. Add the request to the expedient of the Corporation. Issue certified copy with insertion of the present edict. Tariff Fees were cancelled according to Receipt Number: **28300011493.-** I, the undersigned, do hereby certify that the previous **photo-static, certified copy** is a faithful and exact copy which is inserted to expedient No. **67522,** which was cancelled according to

REPUBLICA BOLIVARIANA DE VENEZUELA
AMPARO DE MATTERN
C.I. V-6.233.609
GACETA OFICIAL
Nº 31338

voucher RM No. **283.2010.3.3268.** (Illegible signature): MERCANTILE REGISTRAR: LAWYER MARY MICAELA MARTÍNEZ FERNÁNDEZ. (Official seal stamped of the Mercantile Registrar. There is also affixed Venezuelan fiscal stamps corresponding to 0,3 tax Units). This page belongs to **MAYOR AEXTREMA, C.A. Expedient No. 67522)**".

This is a faithful and true translation to English of the annexed Document written in Spanish, which I have done upon request of the interested party. In testimony whereof, I have hereunto set my hand and stamped my seal in Maracay, on the 09 of September of the year 2010.

Amparo de Matten

INTERPRETE PUBLICO DE LA REPUBLICA BOLIVARIANA DE VENEZUELA
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Amparo de Matten

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REPÚBLICA BOLIVARIANA DE VENEZUELA
*** MINISTERIO DEL PODER POPULAR PARA RELACIONES INTERIORES Y JUSTICIA ***

SERVICIO AUTÓNOMO DE REGISTROS Y NOTARÍAS.
REGISTRO MERCANTIL PRIMERO DEL ESTADO ARAGUA

RM No. 283
200° y 151°

Quien suscribe:

C E R T I F I C A

Que se ha confrontado la **Copia Certificada Fotostática** constante de **cinco** (**5**) folio(s), que a continuación se reproducen, y que es traslado fiel y exacto del Documento inscrito bajo el Número:

42 - ACTA CONSTITUTIVA, TOMO 66-A-2008 REGISTRO MERCANTIL PRIMERO DEL ESTADO ARAGUA., DE FECHA: 22/08/2008.-

CORRESPONDIENTE A LA EMPRESA: **MAYOR AEXTREMA, C.A.**

Que se encuentran insertos al Expediente Nº: **67522**.

Con fecha: **MUNICIPIO GIRARDOT, 26 DE AGOSTO DEL AÑO DOS MIL DIEZ**.

CERTIFICA, igualmente que esta **Copia Certificada Fotostática** ha sido elaborada en esta oficina por el funcionario: **MAIDELYN YOLET REQUENA BARRIOS**.

Con Cédula de Identidad Nº: **V-14.429.887**.

Persona autorizada por mí para hacerla y quien suscribe cada una de las páginas de la presente certificación.

Registradora Mercantil
Abg. MARY MICAELA MARTÍNEZ FERNÁNDEZ

SAREN
SERVICIO AUTÓNOMO DE REGISTROS Y NOTARÍAS
MINISTERIO DEL PODER POPULAR

Fecha de Emisión: 20/08/2010 200° y 151°

Número de Trámite: 283.2010.3.3268

La PUB desde su emisión tiene una vigencia de treinta(30) días continuos para ser cancelada; una vez efectuada la cancelación respectiva, tiene una vigencia de sesenta (60) días no prorrogables para presentar el documento. Agotados dichos lapsos la PUB es nula y deberá emitirse una nueva PUB para realizar el trámite, debiendo cancelarse nuevamente el monto correspondiente.

SAREN

SERVICIO AUTÓNOMO DE REGISTROS Y NOTARÍAS

MINISTERIO DEL PODER POPULAR PARA RELACIONES INTERIORES Y JUSTICIA.
REPÚBLICA BOLIVARIANA DE VENEZUELA.
SERVICIO AUTÓNOMO DE REGISTROS Y NOTARIAS.

PLANILLA ÚNICA BANCARIA

Número Planilla: 2830001493

Tipo de Acto: COPIA CERTIFICADA FOTOSTÁTICA

Número Control: 488-0000-0000

Nombre y Apellido del Solicitante ANA YSABEL RIVAS CORTEZ	Forma de Pago	Nro. Cheque/Aprobación	Monto (BsF)
CI/RIF/Pasaporte del Solicitante V-14.948.227	Monto Efectivo		
Nombre y Apellido del Depositante	Cheque Gerencial/ del mismo Banco		
CI/RIF/Pasaporte del Depositante	Punto de Venta		
Firma del Depositante	Pago por Internet		
MONTO EN LETRAS: CUARENTA BOLIVAR(ES) CON TREINTA CÉNTIMOS		MONTO TOTAL	40,30

SOLO PARA USO DEL SAREN

FUNCIONARIO EMISOR	FUNCIONARIO RECEPTOR	FUNCIONARIO REVISOR	REGISTRADOR/NOTARIO
Nombre(s) y Apellidos Mama L. Salcedo	Maideyra Requena	Maideyra Requena	Mary Martínez
Cédula de Identidad C.I. 11.971.236	C.I. 14.429.387	C.I. 14.429.387	C.I.: 10.373.585
Cargo ASIST OFIC I	ASIST OFIC I	ASIST OFIC I	REGISTRADORA
Fecha 20/08/2010	26 AGO 2010	26 AGO 2010	
Firma			

Sello de la Oficina

Bancos Recaudadores

0003 - Banco Industrial de Venezuela
0007 - Banco Bicentenario
0102 - Banco de Venezuela
0108 - Banco Provincial
0163 - Banco del Tesoro

Bicentenario Banco Universal
20 AGO 2010
CAJA Nº 01
Sello y Firma del Banco

REGISTRO MERCANTIL PRIMERO de la Circunscripción Judicial del Estado Aragua

INTERPRETE PÚBLICO DE LA REPÚBLICA BOLIVARIANA DE VENEZUELA
AMPARO DE MATTERN
C.I. V-6.233.609
GACETA OFICIAL
Nº 31336
TITULO Nº 18

15 0276 40,30 SAREN 01750041910000025442
40,30 CHQ.BCO:0,00 CHQ.OTRO BCO:0,00 TOTAL:40,30

CIUDADANO

REGISTRADOR MERECANTIL PRIMERO DE LA CIRCUNCRIPCION JUDICIAL

DEL ESTADO ARAGUA

SU DESPACHO

Yo, **MIGUEL ANGEL LOPEZ HERNANDEZ,** venezolano, mayor de edad, titular de la cedula de identidad Nro. V-10.342.145, y de este domicilio suficientemente autorizado en el acta constitutiva de la Compañía Anónima **MAYOR AEXTREMA, C.A**. Constituida en esta misma ciudad, ante usted ocurro y expongo: De conformidad con lo dispuesto en el Art. 215 del Código de comercio vigente, acompaño a la Presente; original del Documento Constitutivo Estatutario de la Empresa antes mencionada, en la cual aparecen cumplidos todos los requisitos legales para su formación y ha sido redactado con suficiente amplitud para que sirva a la vez de Estatutos sociales de la misma. Acompaño también inventario de los bienes aportados por los socios que representan el cien Por ciento (100%) del capital social y la carta de aceptación del Comisario. Cumplidos como ha sido los requisitos legales, ruego a Ud., se sirva ordenar el Registro, fijación y publicación de Ley. En Maracay a la fecha de su presentación.

Miguel A. López H.
IPSA. 1/2.081

Planilla Nº 271443
Derecho de:
Arancel Judicial: 34546
Otorgamiento: 12-08-08
A las .... horas
Legal:

PRESENTACION
Día: 7/08/07
Hora: 3:23PM

REPUBLICA BOLIVARIANA DE VENEZUELA
AMPARO DE MATTERN
C.I. V-6.233.609
GACETA OFICIAL
Nº 31338
TITULO Nº

República Bolivariana de Venezuela
REGISTRO MERCANTIL PRIMERO de la Circunscripción Judicial del Estado Aragua

120 (1)

REPUBLICA BOLIVARIANA DE VENEZUELA
MINISTERIO DEL PODER POPULAR PARA
RELACIONES INTERIORES Y JUSTICIA
REGISTRO MERCANTIL PRIMERO

DE LA CIRCUNSCRIPCION JUDICIAL DEL ESTADO ARAGUA

Maracay, Veintidos (22)....de....Agosto..............del Año Dos Mil ocho. (197 y 148). Por presentada la anterior participación. Cumplidos como han sido los requisitos de Ley, inscríbase en el Registro Mercantil junto con el documento presentado; fíjese y publíquese el asiento respectivo; fórmese el expediente de la Compañía y archívese original junto con el ejemplar de los Estatutos y demás recaudos acompañados. Expídase la copia de publicación. El Anterior documento redactado por Dr/a. MIGUEL LOPEZ , se inscribe en el Registro De Comercio bajo el N.-42- TOMO -66-A. Derechos pagados Bs.F.345.46 Según Planilla AJ N.271443, Banco N.147481......... Por Bs.F.:361.10. La identificación se efectuó así: MIGUEL ANGEL LOPEZ HERNANDEZ, C.I:10342145 _._

El Registrador Mercantil Primero Suplente
DR. ELEAZAR E. CARABALLO D'SOUSA

República Bolivariana de Venezuela REGISTRO MERCANTIL PRIMERO de la Circunscripción Judicial del Estado Aragua

INTERPRETE PUBLICO DE LA REPUBLICA BOLIVARIANA DE VENEZUELA
AMPARO DE MATTERN
C.I. V-6.233.609
GACETA OFICIAL
Nº 31336
TITULO Nº 18

Se hace constar que fueron cancelados los derechos correspondientes a la Ley de Timbres Fiscal (Artículo Nº 35)

ESTA PAGINA PERTENECE A:
MAYOR AEXTREMA C.A
CON/ 21/JOS

VA SIN ENMIENDA
OTORGADO POR:

República Bolivariana de Venezuela ESTADO ARAGUA
A-07
TIMBRE FISCAL
0.01 UNIDAD TRIBUTARIA

Miguel A. López H.
IPSA. 122.081

Nosotros, MIGUEL ANGEL LÓPEZ HERNANDEZ, DAISY GENOVEVA LOPEZ HERNANDEZ Y LELY MARGARITA LOPEZ DE URIBE, venezolanos, comerciantes, mayores de edad, titulares de la cédula de identidad No. 10.342.145, 7.299.851 y 4.554.537de este domicilio por medio del presente documento declaramos que hemos decidido constituir como en efecto lo hacemos una Compañía Anónima, la cual se regirá por las siguientes cláusulas redactados con suficiente amplitud para que sirvan a la vez de Acta Constitutiva y Estatutos Sociales. ---------------

CAPITULO I

DENOMINACION, DOMICILIO, OBJETO Y DURACION

PRIMERO: La Compañía se denominará **Mayor Aextrema, C.A.**--------------------------------------

SEGUNDO: El domicilio de la Compañía será la ciudad de Maracay, Estado Aragua, y estará ubicada Casco Central, Calle Páez, No 6 Comercial Cristo Rey, Parroquia Zamora, Municipio Zamora, Villa de Cura, Edo. Aragua. ; pudiendo establecer sucursales, agencias, representaciones u oficinas en cualquier otro lugar del país o en el extranjero, cuando así lo decida la Junta Directiva.-

TERCERO: "El Objeto Social de la Sociedad, será todo lo relacionado con la Importación y Exportación, Distribución, Transporte, Almacenamiento, Compra y Venta de artículos deportivos, caza, pesca, maquinarias manufactureras, materia prima para confección de artículos deportivos y cualquier tipo de mercancías de lícito comercio y cualquier actividad relacionada con el objeto principal, sin más limitaciones que las establecidas en la Ley". --

CUARTO: La Compañía tendrá una duración de 20 años, contados a partir de la fecha de su inscripción en el Registro Mercantil, pudiendo a su vencimiento prorrogarse por un lapso igual, superior o inferior, si así resolviere la Asamblea General de Socios.--------------------------------------

CAPITULO II

CAPITAL SOCIAL, ACCIONES Y ACCIONISTAS

QUINTO: El capital de la Compañía es de veinte mil bolívares (Bs. 20.000,00) representado por veinte mil (20.000) acciones nominativas de un bolívar (Bs. 1,00) cada una. Este capital social ha sido suscrito y pagado en su totalidad por todos los accionistas de la siguiente manera: MIGUEL ANGEL LÓPEZ HERNÁNDEZ suscribe y paga diecinueve mil (19.000) acciones, para un total de diecinueve mil bolívares (Bs.19.000,00) DAISY GENOVEVA LOPEZ HERNANDEZ suscribe y paga quinientas (500) acciones, para un total de quinientos bolívares (Bs. 500,oo) y LELY MARGARITA LOPEZ DE URIBE suscribe y paga quinientas (500) acciones para un total de quinientos

IPSA. 122.081

DECIMO: La Asamblea de Socios, Ordinaria o Extraordinaria, se considerarán válidamente constituidas para deliberar, cuando estén representadas en ella, por lo menos el cincuenta y uno por ciento (51 ^{0}/o) de las acciones que componen el capital social y sus decisiones se considerarán válidamente adoptadas, cuando fueren aprobadas por un número de votos que represente por lo menos el cincuenta y uno por ciento (51 ^{0}/o) del capital social. Cuando a pesar de la convocatoria no concurra a la Asamblea un número de socios que represente por lo menos la proporción antes señalada, se procederá conforme a las Normas del Código de Comercio que rigen esta materia. No obstante, ni aún en segunda Convocatoria, podrá instalarse válidamente la Asamblea, si en ella no está representada por lo menos el cincuenta y uno por ciento (51 ^{0}/o) del capital social, requiriéndose para la validez de sus decisiones la aprobación de un número de votos que represente el cincuenta y uno por ciento (51 ^{0}/o) por ciento del capital social. La representación y la mayoría convenida en esta cláusula se requerirán para cualquier objeto sometido a la Asamblea de Accionistas. La Asamblea de Accionistas será presidida por el Presidente y en su ausencia por el suplente, quien se designe al efecto. --

DÉCIMO PRIMERO: Son atribuciones de la Asamblea Ordinaria: a) Elegir la Junta Directiva y sus Suplentes, el Comisario. b) Discutir y aprobar o modificar el Balance General de la compañía y el estado de Ganancias y Pérdidas con base en el Informe del Comisario. c) Decidir con respecto al reparto de Dividendos y a la constitución del fondo de reservas especiales. d) Decidir sobre la firma de contratos en los que se dispongan de los bienes de la Compañía, e) Cualesquiera otras atribuciones que la Ley le fije. --

CAPITULO V

DE LA ADMINISTRACION DE LA COMPAÑIA

DECIMO SEGUNDO: La Dirección de administración de la compañía corresponde a la Junta Directiva integrada por: Un Presidente, un Vicepresidente y un Gerente General, quienes durarán en sus cargos diez (10) años, quienes pueden ser o no socios de la compañía, pudiendo ser reelegidos o reemplazados, pero en ningún caso abandonarán sus cargos, hasta tanto no se haga la reelección o reemplazo. --

DECIMO TERCERO: La Junta Directiva tendrá las siguientes atribuciones: a) Convocar las Asambleas, fijar las materias que en ellas deben tratarse, cumplir y hacer cumplir sus decisiones. b) Establecer los gastos generales ordinarios o extraordinarios de administración y planificar los

Colegiado bajo el N° 21.904. .---

CAPITULO VII

DISPOSICIONES FINALES

DECIMO OCTAVO: El ejercicio económico y fiscal de la compañía se inicia el primero de enero de cada año y termina el 31 de diciembre del mismo. El primer ejercicio comienza el día de la inscripción del documento constitutivo y termina el 31 de diciembre.------------------------------------

DECIMO NOVENO: El día 31 de diciembre de cada año se liquidarán y cortarán las cuentas y se procederá a la elaboración del Balance correspondiente, pasándose dicho recaudo al Comisario. Verificado como haya sido el Balance y estado de pérdidas y ganancias, y se harán las siguientes atribuciones: a) Un diez por ciento (10) para la formación de un fondo de reserva hasta alcanzar un monto equivalente al veinte por ciento (20 %) del capital social. b) El remanente, después de hechas las deducciones relacionadas con la Ley Orgánica del Trabajo, demás leyes sociales, Impuestos Nacionales, Estadales, Municipales, tasas y contribuciones y demás pagos ordenados por la Ley; quedará a disposición de la Asamblea de Socios para ser distribuido en la forma que ésta resuelva, después de oída la Junta Directiva sobre el dividendo que deba repartirse a los socios. Los dividendos que no fueren cobrados en la fecha de su exigibilidad no devengarán interés alguno. -

VIGESIMA: En este mismo acto la Asamblea Constitutiva designó la Junta Directiva de la Compañía, la cual quedó integrada así: Presidente: MIGUEL ANGEL LÓPEZ HERNÁNDEZ, Vicepresidente: DAISY GENOVEVA LOPEZ HERNANDEZ y Gerente General: LELY MARGARITA LOPEZ DE URIBE, ya identificados. ---

VIGÉSIMA PRIMERA: Se autorizó al ciudadano Miguel A. López H., mayor de edad, titular de la cédula de identidad N° 10.342.145, abogado en ejercicio, inscrito en el Inpreabogado bajo el N° 1122081, para que cumpla con las pertinentes para efectuar el Registro y publicación de la Compañía Anónima en el Registro Mercantil competente. ---

VIGESIMA SEGUNDA: En todo lo no previsto en este documento se aplicarán las disposiciones establecidas en el Código de Comercio y demás Leyes pertinentes.--

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REPÚBLICA BOLIVARIANA DE VENEZUELA

*** MINISTERIO DEL PODER POPULAR PARA RELACIONES INTERIORES Y JUSTICIA ***

SERVICIO AUTÓNOMO DE REGISTROS Y NOTARÍAS.
REGISTRO MERCANTIL PRIMERO DEL ESTADO ARAGUA

RM No. 283
200° y 151°

Municipio Girardot, 26 de Agosto del año 2010

Por recibido en esta misma fecha constante de **cinco** (**5**) folio(s) útil(es). Agréguese la solicitud al expediente de la Compañía. Expídase copia certificada con inserción del presente Auto. Los derechos arancelarios fueron cancelados según Recibo Número: **28300011493**

Quien suscribe hace constar que la anterior **Copia Certificada Fotostática** es copia fiel y exacta de los que corren insertos al expediente número: **67522** las cuales fueron canceladas según planilla RM Nº: **283.2010.3.3268**

Registradora Mercantil
Abg. MARY MICAELA MARTÍNEZ FERNÁNDEZ

ESTA PÁGINA PERTENECE A:
MAYOR AEXTREMA, C.A
Número de expediente: **67522**

SAREN
SERVICIO AUTÓNOMO DE REGISTROS Y NOTARÍAS