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**FOREIGN PROFIT/NONPROFIT CORPORATION
INVERSIONES CLASS C.A. CORPORATION**

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October 27, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

LAZARUS

SUBJECT: INVERSIONES CLASS C.A. CORPORATION
REF: W10000050483

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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FAX Aud. #: H10000234064
Letter Number: 210A00025387

H10000234064

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.

INVERSIONES CLASS C.A. CORPORATION

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

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

2. VENEZUELA 3. 2025
 (State or country under the law of which it is incorporated) (FET number, if applicable)

4. JANUARY 17, 2005 5. 2025
 (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. OCTOBER 15, 2010
 (Date first transacted business in Florida, if prior to registration)
 (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 4451 NW 25 WAY BOCA RATON, FLORIDA 33434
 (Principal office address)
4451 NW 25 WAY BOCA RATON, FLORIDA 33434
 (Current mailing address)

8. IMPORT & EXPORT OF GENERAL MERCHANDISE
 (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: FADI JAMHARI

Office Address: 4451 NW 25 WAY

BOCA RATON, Florida 33434
 (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.

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

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A. DIRECTORS

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

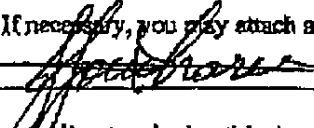
B. OFFICERS

President: FADI JAWHARIAddress: 4451 NW 25 WAYBOCA RATON, FLORIDA 33434Vice President: DAMARIS E BONELL DE JAWHARI4451 NW 25 WAY

Address: _____

BOCA RATON, FLORIDA 33434Secretary: DAMARIS E BONELL DE JAWHARIAddress: 4451 NW 25 WAY BOCA RATON, FLORIDA 33434Treasurer: FADI JAWHARIAddress: 4451 NW 25 WAY BOCA RATON, FLORIDA 33434

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

13. ☒ 

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. _____

PRESIDENT

(Typed or printed name and capacity of person signing application)

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TAX MANAGEMENT SERVICES C

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TMSC

Tax Management Services Corporation

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

October 21, 2010

I, Libia Carrillo, CPA, Venezuelan, holder of the identity card No. V-9.567.474 by this I note that: the company INVERSIONES CLASS, CA, identified by the RIF No J-31267871-2 represented by Mr. Fadi Adid Jawhari, Venezuelan, of legal age, holder of Identity card No V-7.435.903 founder of the firm, located in the city of Barquesimeto-Venezuela, dated the Seventeen (17th) of January Two Thousand Five (2005) entered in the Commercial Register of the Division in the Second Court State of Lara (Venezuela) being inserted in Volume 1-A, under No 24, whose main purpose is any activity related to the purchase, sale and distribution, marketing, import and export of dry goods such as clothing, footwear, underwear, belts, bags and other. Currently I certify that the Company is legally active after the date of constitution, and to this date is solvent in all its commitments and not have any kind of debt, thus proving to be a respected firm and faithful in fulfilling their obligations.

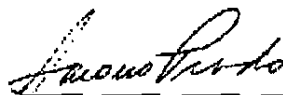
Libia Carrillo, CPA
C.P.C. 37.119

This document is a translation from the original official document presented to me in Spanish on Wednesday, October 21, 2010, in Miami, Florida.

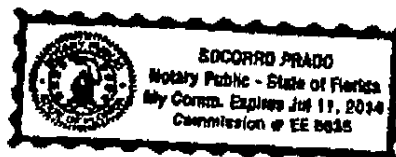


Lissette Bates
Translator

Notary Public



My Commission expires:



Lidia L. G. G.
INDIRA ZOGHBI ALVIZ
ABOGADO
I.P.S.A. 79.296

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TALLAHASSEE FLORIDA



Nosotros, **FADI ADIB JAWHARI**, y **DAMARIS EDILMA BONELL DE JAWHARI**, venezolanos, mayores de edad, casados, titulares de las Cédulas de Identidad Nros. V-7.435.903, V-9.550.204, respectivamente, domiciliados en la ciudad de Barquisimeto, Estado Lara y civilmente hábiles, por medio del presente documento declaramos: Hemos convenido constituir como en efecto lo hacemos, una empresa mercantil a saber, **COMPANÍA ANONIMA**, que se regirá por las disposiciones de la presente acta la cual ha sido redactada con suficiente amplitud para que sirva a su vez de Estatutos Sociales:

PRIMERA: La Compañía se denominará **"INVERSIONES CLASS C.A "**,

SEGUNDA: El domicilio de la Compañía es la ciudad de Barquisimeto Estado Lara, pudiendo sin embargo establecer agencias o sucursales en cualquier otras ciudades del territorio nacional o en el exterior si así fuera necesario.

TERCERA: El objeto principal de la compañía es toda actividad relacionada con la compra, venta, distribución, comercialización, importación y exportación de mercancía seca, como: ropa, calzados, lencería, carteras, correas, maletas, bisutería y electrodomesticos, así como también todas aquellas actividades de lícito comercio inherente o relacionada con el objeto principal.

CUARTA: La duración de la compañía es de veinte (20) años, contadas a partir de la fecha de su registro, el cual se prorrogará automáticamente por igual lapso siempre y cuando los accionistas no manifiesten lo contrario antes de la fecha de su vencimiento.

QUINTA: El capital social de la empresa, es de **TREINTA MILLONES DE BOLIVARES (BS 30.000.000,00)** dividido y representado en **TREINTA MIL (30.000) ACCIONES NOMINATIVAS DE UN MIL BOLIVARES (BS. 1.000)** cada una, el cual han sido totalmente suscritas y pagadas de la siguiente manera: El Accionista **FADI ADIB JAWHARI** ha suscrito y pagado **QUINCE MIL (15.000) ACCIONES** La Accionista **DAMARIS EDILMA BONELL DE**