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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _______ Certificates of Status _______

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TALLAHASSEE, FLORIDA

J. Shivers FEB 11 2011

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Inversiones y Transporte Thalus, C.A., Corp.
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:

Nayarit Briceno
Name of Person

BW&T Business Advisers, Inc
Firm/Company

3600 Red Road, Suite 301
Address

Miramar, Florida 33025
City/State and Zip code

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

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For further information concerning this matter, please call:

Nayarit Briceno at (954) 443-1594
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
- [x] $78.75 Filing Fee & Certificate of Status
- [ ] $78.75 Filing Fee & Certified Copy
- [ ] $87.50 Filing Fee, Certificate of Status & Certified Copy

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. Inversiones y Transporte Thalus, C.A., Corp.
(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. April 12, 2010
(Date of incorporation)

5. 20 years (2031)
(Duration: Year corp. will cease to exist or "perpetual")

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

7. 1325 Portofino Circle # 808, Weston, FL 33326
(Principal office address)

1325 Portofino Circle # 808, Weston, FL 33326
(Current mailing address)

8. Commercialization of light & heavy load transportation on land; export & import
(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: BW&T Business Advisers, Inc

Office Address: 3600 Red Road, Suite 301

Miramar, Florida 33025
(City) (Zip code)

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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.

____
(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: Domingo Alberto Gonzalez Villamediana

Address: 1325 Portofino Circle # 808
Weston, FL 33326

Vice Chairman: Laura Coromoto Perez Malpica

Address: 1325 Portofino Circle # 808
Weston, FL 33326

Director: ______

Address: ______

Director: ______

Address: ______

B. OFFICERS

President: Domingo Alberto Gonzalez Villamediana

Address: 1325 Portofino Circle # 808
Weston, FL 33326

Vice President: Laura Coromoto Perez Malpica

Address: 1325 Portofino Circle # 808
Weston, FL 33326

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TALLAHASSEE, FLORIDA

Secretary: ______

Address: ______

Treasurer: ______

Address: ______

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. Domingo Alberto Gonzalez Villamediana, President
(Typed or printed name and capacity of person signing application)

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Public Interpreter

I, Austria Kann Armas, Certified Public Translator of the Republic of Venezuela, as per Title duly published in the Official Gazette Nr. 37.347, dated December 17th, 2001, being said Title duly registered in the Principal Public Office of the Federal District on December 27th, 2000 under Nr. 248, folio 248, Volume 14 of the Single Main Register and in the First Civil Court of First Instance of the Judicial Circuit of the Federal District and Miranda State, on the Daily Book, on May 15th, 2001, under N° 6315, DO HEREBY CERTIFY that the document attached hereto, written in Spanish, has been submitted for translation into English, and textually reads as follows:

BOLIVARIAN REPUBLIC OF VENEZUELA.

MINISTRY OF THE PEOPLE'S POWER FOR INTERNAL AFFAIRS AND JUSTICE.

AUTONOMOUS SERVICE OF REGISTRY OFFICES AND NOTARY PUBLIC' OFFICES.

SECOND MERCANTILE REGISTRY OFFICE OF THE STATE OF CARABOBO.

RM (Mercantile Registry) No. 315.

199° and 151°.

Lawyer RAFAEL A. GIMENEZ DAN, Registrar,

CERTIFIES

That the entry of Commercial Registry subsequently transcribed, the original of which is registered in Volume: **27-A**, Number: **46**, of the year **2010**, as well as the Notification, Note and Document subsequently copied, are a true transcript of their originals, which read as follows:

There appear the following numbers: 315-7013.

THIS FOLIO BELONGS TO:

"INVERSIONES Y TRANSPORTE THALUS, C.A.".

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File Number: **315-7013.**

There appear seven revenue stamps for a total of Fifteen Bolivars (Bs. 15.00). On said revenue stamps, there are several wet seals that read: APRIL 12th 2010.

SAREN - AUTONOMOUS SERVICE OF REGISTRY OFFICES AND NOTARY PUBLIC'S OFFICES.

Attached there is a document that reads as follows:

BOLIVARIAN REPUBLIC OF VENEZUELA.

MINISTRY OF THE PEOPLE'S POWER FOR INTERNAL AFFAIRS AND JUSTICE.

AUTONOMOUS SERVICE OF REGISTRY OFFICES AND NOTARY PUBLIC'S OFFICES.

SECOND MERCANTILE REGISTRY OFFICE OF THE STATE OF CARABOBO.

RM (Mercantile Registry) No. 315.

199° and 151°.

Valencia Municipality, April 12th of the year 2010.

The foregoing notification was presented. Since the Legal requisites have been fulfilled, said notification must be registered in the Mercantile Registry jointly with the document presented; the respective entry must be posted and published; the record of the Company must be created and the original document must be filed jointly with the copy of the By-Laws and the other documents enclosed. Issue the copy for publication. The foregoing document, drawn up by Lawyer PEDRO FELIPE MARTIN ABRANTE, "IPSA" (Lawyers' Social Benefits Institute) No. 52460, was registered in the Mercantile Registry under Number: **46,** VOLUME **27-A.** Paid Rights: Bs. **513.50,** as per Form of the Mercantile Registry No. **31500048849,** Bank No. **59421** for Bs. **1,091.00.** The

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TALLAHASSEE, FLORIDA

identification was established as follows: **MARIA EUGENIA GOMEZ POTELLA,** bearer of the Identity Card No. **V-11,526,089.**

Reviser Lawyer: **ZULAY DOMINGUEZ DOMINGUEZ.**

The Registrar,

(SIGNED) Illegible,

Lawyer RAFAEL A. GIMENEZ DAN.

THIS FOLIO BELONGS TO:

"INVERSIONES Y TRANSPORTE THALUS, C.A.".

File Number: **315-7013.**

There appear the following letters: **CONST.**

SAREN - AUTONOMOUS SERVICE OF REGISTRY OFFICES AND NOTARY PUBLIC'S OFFICES.

Attached there is a document that reads as follows:

We, **DOMINGO ALBERTO GONZALEZ VILLAMEDIANA,** a Venezuelan, married, bearer of the Identity Card No. **V-11,093,262,** and **LAURA COROMOTO PEREZ MALPICA,** a Venezuelan, of legal age, single, bearer of the Identity Card No. **V-14,465,331,** respectively, and of this domicile, do hereby declare: That we have agreed upon incorporating, as in fact we incorporate, a Stock Company, in accordance with the clauses we subsequently specify, which were drawn up with sufficient amplitude so that they also serve as By-Laws:

TITLE I

NAME, OBJECT, DOMICILE AND DURATION:

FIRST: The Company´s name shall be **"INVERSIONES y TRANSPORTE THALUS, C.A.".**

SECOND: OBJECT: The Company's object shall be the commercialization of Light and Heavy Load Transportation on land, both nationally and internationally; the sale, purchase, export and import, wholesale and retail distribution of materials and spare parts for the automotive sector; likewise, it may carry out all kinds of mercantile operations and sign legal documents or contracts, related to its main object, when said documents or contracts are beneficial for the Company.

THIRD: Its domicile shall be the city of Valencia, State of Carabobo, or any other place of the Bolivarian Republic of Venezuela. Its initial headquarters shall be located at the following address: Urbanización Paso Real I, Torre Nro. 9, Apartamento Nro. 9-54, Parroquia San Diego, Municipio San Diego, Valencia, Estado Carabobo.

FOURTH: The Company shall have a duration of twenty (20) years counted as of the date of its registration in the corresponding Mercantile Registry Office. This period of time may be extended for equal or lesser periods, without prejudice to the Meeting of Shareholders being able to agree the liquidation of the Company, before the expiration of the original duration.

TITLE II

CAPITAL AND SHARES

FIFTH: The Company's Capital is **ONE HUNDRED THOUSAND BOLIVARS (Bs. 100,000.00)**, divided into **ONE HUNDRED (100)** common and nominal, non convertible to bearer **SHARES**, with a nominal value of **ONE THOUSAND BOLIVARS (Bs. 1,000.00)** each one; said shares are indivisible and confer their owners equal rights and obligations. Each share is entitled to one vote at the Meetings of Shareholders.

SIXTH: The Company's Capital was totally paid by the Shareholders, as evidenced by the Initial Goods Inventory enclosed, which is an integral part of this document. The shareholder: **DOMINGO ALBERTO GONZALEZ VILLAMEDIANA** subscribed and paid **EIGHTY (80) SHARES** for a value of **EIGHTY THOUSAND BOLIVARS (Bs. 80,000.00)**; and the shareholder: **LAURA COROMOTO PEREZ MALPICA** subscribed and paid **TWENTY (20) SHARES** for a value of **TWENTY THOUSAND BOLIVARS (Bs. 20,000.00)**.

SEVENTH: The shares confer their owners equal rights on the Company's assets and on the distribution of profits. They are indivisible with respect to the Company, which shall only recognize one owner per each share. They shall contain the specifications set forth by the Law and shall be signed by one (1) of the two (2) Managers of the Company.

EIGHTH: The shareholders shall have a preferential right to sign new shares in case of an increase in the Company's Capital, in proportion to the shares they own at the time.

NINTH: The shares may not be assigned, pledged, given as payment or as a guarantee, encumbered or alienated in any manner whatsoever, not even between the shareholders themselves, without the prior written authorization of one (1) of the two (2) Managers, who are fully authorized to accept or reject the negotiations proposed. In case of acceptance, the shareholders have a preferential right for the acquisition or encumbrance of the shares, in proportion to the number of shares they own and based on the last General Balance Sheet approved, for the determination of their value.

TENTH: In case of exercising the preferential right established in the foregoing clause, if the proportion corresponding to any of the shareholders on the number of shares to be transferred or encumbered is a whole number and

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Public Interpreter

a fraction, it shall be understood that the whole number of shares shall be the immediately lower one. The waiver by the shareholders to the preferential right does not increase the proportion of the other preferred shareholders who have expressed their intention to acquire the shares to be transferred or encumbered, but leaves the corresponding portion available so that it is transferred or encumbered at the excusive discretion of the offerer. The totality or a part of the number of offered shares with respect to which the shareholders have not expressed their intention to exercise the preferential right may be transferred or encumbered freely by the offerer within a period of six (6) months counted as of the end of the period of time granted to exercise the preference. To exercise the right of preference, in the case of an increase of Capital, the above mentioned criteria on percentage and effects of waivers shall be applied. In the two cases described in the Fifth Clause and in the Sixth Clause, the period of time granted to exercise the right of preference shall be fifteen (15) days, in the case of a transfer or encumbrance, counted as of the date when it is notified to each shareholder and, in the case of an increase of Capital, counted as of the date when said increase is decided by the Meeting of Shareholders.

ELEVENTH: The ownership of the shares is evidenced by the registration in the Book of Shareholders of the Company. The assignment of shares, as well as their encumbrance, shall be made by means of a declaration in the mentioned Book, signed by the parties which participate in the operation and one (1) of the two (2) Managers of the Company.

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TITLE III

MEETINGS

TWELFTH: The Meeting of Shareholders, legally held, represents all the shareholders; it exercises the supreme direction of the company and all of its acts, provided that they are in conformity with the laws and these By-Laws, bind the company and all the shareholders.

THIRTEENTH: The Meetings of Shareholders may be Regular or Special, and they must be called whether by means of a publication in a newspaper or by means of a letter with acknowledge of receipt, delivered at least five (5) days prior to the date of the meeting, and specifying the day, object, time and place of the meeting. The Meetings may be held and may deliberate validly, without the need of a previous notice of meeting, provided that the shareholders that make up the totality of the Company's Capital are present or represented thereat. At the Meetings, the decisions shall be made by a majority that represents at least fifty-one percent (51%) of the Company's Capital.

FOURTEENTH: The Regular Meeting of Shareholders shall be held within the trimester following the closing of the annual fiscal year of the company, on the day, at the time and at the place specified in the respective notice of meeting, and it must be held at least once (1) a year.

FIFTEENTH: The Special Meeting of Shareholders shall be held when it is called by one (1) of the Managers, by the means mentioned above, at least five (5) days in advance, and it may be held at any time to discuss matters of interest to the Company.

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SIXTEENTH: The Meeting of Shareholders, whether Regular or Special, shall be considered legally held with a number of shareholders that represents more than half of the Company's Capital, except in those cases where the Law requires a higher representation. If the Meeting is Regular and the required number of shareholders is not present, the meeting shall be deferred for the day set in the new notice of meeting which shall be made immediately, and on such day, the Meeting shall be held, notwithstanding the number of shareholders present and the shares represented, and so must be informed in the new notice of meeting. The decisions made by such Meeting shall be valid without the need of a further ratification. If the Meeting is Special, or one of its objects is to discuss any of the matters for which the Law requires a quorum higher than the regular one and the required number of shareholders is not present, a second notice of meeting shall be made immediately, with the legal formalities and periods of time established in Articles 276 and 281 of the Code of Commerce.

SEVENTEENTH: The Regular Meeting of Shareholders has, among others, the following attributions: 1) To appoint the Managers, the Statutory Auditor and the Judicial Representatives, setting their remunerations; 2) To discuss and approve or modify the General Balance Sheet, revising the Report of the Statutory Auditor; and 3) To consider any other matter submitted to its consideration.

EIGHTEENTH: The voting at the Meetings of Shareholders shall be public, unless the Meeting decides otherwise. The decisions shall be made as described above, except for those cases for which the Law requires a higher number. Each share

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represents one vote and when a voting is tied, it shall be repeated and if the tie continues, the proposal shall be considered denied.

NINETEENTH: The shareholders have the right to have themselves represented at the Meeting by legal representatives, whether shareholders or not, appointed by means of a letter-proxy or any other legal mean.

TWENTIETH: The Meeting shall be presided by the General Manager of the company and in his/her absence, by the shareholder appointed by such Meeting.

TWENTY-FIRST: Minutes of all the matters discussed in the Meeting of Shareholders shall be drawn up in a special Book kept for that purpose. Said Minutes shall specify the number of attendants, with the values represented by each one of them, and the decisions and agreements made. The Minutes shall be signed by all the attendants. The General Manager of the company, or the officers appointed by the Meeting of Shareholders for such purpose, shall be authorized to issue certified copies of the Minutes of Meetings of Shareholders entered in the respective Book.

TWENTY-SECOND: After a Meeting of Shareholders begins with the quorum required by these By-Laws, it shall continue its deliberations validly, notwithstanding that due to the separation of any of the shareholders initially present the representation required by these By-Laws is not present any longer. The deliberations made in such Meeting shall be totally valid without the need of a further ratification.

THIRTEENTH: The Company shall have a Statutory Auditor elected by the Regular Meeting of Shareholders, with a duration of five (5) years in the exercise of his/her

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functions, and he/she may be reelected or replaced in his/her functions. His/her attributions are those established in the Code of Commerce.

TWENTY-FOURTH: The fiscal year of the Company shall begin on April First (1) of each year and shall end on March Thirty-first (31) of the following year. The first fiscal year is a short one, between the date of registration of the Company in the Mercantile Registry and March Thirty-first (31) of 2010. At the end of each fiscal year, the accounts shall be cut and the General Balance Sheet and Statement of Profits and Losses which determine the situation of the company and state with precision the profits obtained or the losses suffered shall be prepared. All of the foregoing shall be made in the manner set forth in Articles 304 and 308 of the Code of Commerce in force. The following amounts shall be set aside from the profits: a) five percent (5%) to constitute the Fund of Legal Reserve until reaching twenty percent (20%) of the Company's Capital; and b) other deductions to be used or other amounts of money set aside that the company's administration considers necessary. The rest of the profits shall be distributed as dividends among the shareholders, in proportion to the number of shares they own, when so is decided by the Managers.

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TWENTY-FIFTH: For any matter not established in these Articles of Incorporation and By-Laws, the provisions of the Code of Commerce shall apply.

TITLE IV

ADMINISTRATION

TWENTY-SIXTH: The Administration of the Company shall be the responsibility of One (1) General Manager and One (1)

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Administrative Manager, elected by the Meeting of Shareholders for a period of Ten (10) years. They may be reelected and even if such period has expired, they shall continue to exercise their functions until they are replaced by other officers appointed by the Meeting of Shareholders. In any case, they shall remain in full exercise of their functions and positions if on the corresponding opportunity the new appointments are not made. Each one of them shall deposit ten (10) shares in the Company's Box, to guarantee the acts of their administration and in conformity with Article 244 of the Code of Commerce.

TWENTY-SEVENTH: The Managers of the Company, acting jointly or separately, shall represent the Company in the broadest manner and shall have the following attributions: a) all the acts of administration and disposition; b) to set the general expenses of the Administration; c) to open, operate and close bank accounts of any kind; d) to invest Company's funds in Securities issued by financial entities; e) to call Meetings of Shareholders; f) to accept, endorse and discount exchange bills; g) to make notifications to public bodies and registry offices; h) to certify certificates or documents of the Company; i) to prepare the reports and balance sheet of each fiscal year, to be submitted to the Statutory Auditor and to the Meeting of Shareholders; j) to appoint special representatives; k) to appoint, dismiss, replace and set the remunerations of employees of the Company, l) to carry out the daily activities of the businesses directly; m) to sign negotiations and contracts of any nature; n) to encumber and alienate, in any manner, the real property or movable property of the Company; ñ) to request and hire credits

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required by the Company for its commercial activities; o) to grant credits to individuals or corporate bodies which request them, that are convenient for the business; p) to represent the Company before the National, State or Municipal Public Powers, Corporations or Associations of Public or Private Law, with faculties to desist, settle, agree, counterclaim and bind, with the power to delegate these faculties to the lawyers who are the legal representatives of the Company; q) to decree the payment of dividends to the shareholders; r) to decide on the investment of the Fund of Reserve of the Company, in safe, short term operations; s) to prepare or order the preparation, every six (6) months, of a summary statement of the situation of the Company's assets and liabilities, and put it at the disposal of the Statutory Auditor; t) to present on an annual basis, to the General Meeting of Shareholders, a report on the company's negotiations, inventory, general balance sheet and a statement of profits and losses, related to the fiscal year elapsed; u) all the other attributions specifically established in these Articles of Incorporation and By-Laws.

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TWENTY-EIGHTH: The General Manager may appoint one or more officers who shall hold the posts of Administrative Managers, who shall be in charge of the daily management of the business and who shall have other attributions specifically established, delegating in such officers the faculties considered convenient. The election and dismissal of such officers is the exclusive competence of the General Manager.

TWENTY-NINTH: The company may appoint the Judicial Representatives deemed necessary, at the discretion of the Meeting, which shall elect and dismiss them freely.

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TITLE V

APPOINTMENTS

THIRTIETH: The shareholder **DOMINGO ALBERTO GONZALEZ VILLAMEDIANA** is appointed as **GENERAL MANAGER** and the shareholder **LAURA COROMOTO PEREZ MALPICA** is appointed as **ADMINISTRATIVE MANAGER.** Both of them are identified above. Graduate **CARLOS AUGUSTO PINTO CHAVEZ,** bearer of the Identity Card No. **V-11,814,227,** and registered in the Association of Public Accountants under No. **40,658,** of this domicile, is appointed as Statutory Auditor. The citizen **MARÍA EUGENIA GÓMEZ POTELLA,** a Venezuelan, of legal age, single, bearer of the Identity Card **No. V-11,526,089,** of this domicile, is sufficiently authorized to carry out the corresponding notification of the present incorporation to the Mercantile Registry Office and to request the certified copy of the same. Likewise, she is sufficiently authorized for the purpose of obtaining the **RIF (FISCAL INFORMATION RECORD),** before the Tax Administration **Seniat,** of said Mercantile Company, as well as to carry out any type of procedure before public or private bodies such as: **MAYOR'S OFFICES, FIRE DEPARTMENTS, SENIAT, MINTRA, IVSS, INCE, INPSASEL** or any entity which might be necessary for the appropriate development of the formal duties of said Stock Company without the need of a Notarized Power or Authentication.

In Valencia, on the date of its presentation.

(SIGNED) Illegible.

(SIGNED) Illegible.

Attached there is a document that reads as follows:

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There appears the illegible signature of the lawyer who drew up the document. There appears a wet seal that reads: Pedro Martín. "Inpreabogado" (Lawyers' Social Benefits Institute) No. 52460.

To:

Second Mercantile Registrar of the Judicial Circuit of the State of Carabobo.

Your Office.

I, **MARIA EUGENIA GOMEZ POTELLA,** a Venezuelan, of legal age, single, of this domicile, bearer of the identity card number **V-11,526,089,** duly authorized by the Articles of Incorporation of the Mercantile company **"INVERSIONES Y TRANSPORTE THALUS, C.A.",** respectfully appear before you in order to comply with the provisions established in the first paragraph of Article 215 of the Code of Commerce and submit the document of the mentioned Company, which was drawn up with sufficient amplitude so that it serves as its By-Laws. Likewise, I enclose the inventory of the contributions made by the Shareholders to the Company being incorporated, and I request that, after revising the document for the legal formalities, you order its registration, posting and publication and that Two (2) certifies copies of this notification and of the Articles of Incorporation and By-Laws, jointly with the corresponding order, are issued to me. In Valencia, on the date of its presentation.

(SIGNED) Illegible.

On the document there are three revenue stamps for a total of Seven Bolivars (Bs. 7.00).

Attached there is a document that reads as follows:

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VALENCIA MUNICIPALITY, APRIL 12TH OF THE YEAR TWO THOUSAND TEN (SIGNED) **MARIA EUGENIA GOMEZ POTELLA, Lawyer RAFAEL A. GIMENEZ DAN.** THE PRESENT CERTIFIED COPY FOR PUBLICATION WAS ISSUED AS PER FORM No. **315.2010.1.5108.**

(SIGNED) Illegible.

Lawyer RAFAEL A. GIMENEZ DAN,

Registrar.

On every page of each one of the documents enclosed there are several round wet seals that read: BOLIVARIAN REPUBLIC OF VENEZUELA. MINISTRY OF INTERNAL AFFAIRS AND JUSTICE. SECOND MERCANTILE REGISTRY OFFICE OF THE JUDICIAL CIRCUIT OF THE STATE OF CARABOBO.

This is a true translation of the original document attached hereto. In witness whereof I hereunto set my hand and affixed my official seal, in Caracas, on this 30th day of the month of November of the year Two Thousand Ten.

AUSTRIA KANN
Public Interpreter
Austria Kann
Public Interpreter

2011 FEB 10 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

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

SERVICIO AUTÓNOMO DE REGISTROS Y NOTARÍAS.
REGISTRO MERCANTIL SEGUNDO DEL ESTADO CARABOBO

RM No. 315
199° y 151°

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Abogado RAFAEL A. GIMENEZ DAN, Registrador

C E R T I F I C A

Que el asiento de Registro de Comercio transcrito a continuación, cuyo original está inscrito en el Tomo: **27-A** . Número: **46** del año **2010**, así como La Participación, Nota y Documento que se copian de seguida son traslado fiel de sus originales, los cuales son del tenor siguiente:

315-7013

003313421

003313451

003313355

003313448

003313358

002211348

ESTE FOLIO PERTENECE A:
INVERSIONES Y TRANSPORTE THALUS, C.A
Número de expediente: **315-7013**

002211324

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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 SEGUNDO DEL ESTADO CARABOBO

RM No. 315
199° y 151°

Municipio Valencia, 12 de Abril del Año 2010

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 el Abogado PEDRO FELIPE MARTIN ABRANTE IPSA N.: 52460, se inscribe en el Registro de Comercio bajo el Número: **46**, TOMO **-27-A** . Derechos pagados **BS**: **513,50** Según Planilla RM No. **31500048849**, Banco No. **59421** Por **BS**: **1.091,00**. La identificación se efectuó así: **MARIA EUGENIA GOMEZ POTELLA**, C.I: **V-11.526.089**.

Abogado Revisor: **ZULAY DOMINGUEZ DOMINGUEZ**

Registrador
Abogado RAFAEL A. GIMENEZ DAN

ESTA PÁGINA PERTENECE A:
INVERSIONES Y TRANSPORTE THALUS, C.A
Número de expediente: **315-7013**
CONST

SAREN
SERVICIO AUTÓNOMO

Nosotros, **DOMINGO ALBERTO GONZALEZ VILLAMEDIANA**, venezolano, Casado, titular de la Cédula de Identidad número **V - 11.093.262** y **LAURA COROMOTO PEREZ MALPICA**, venezolana, mayor de edad, Soltera, titular de la Cédula de Identidad número: **V - 14.465.331**, respectivamente y de este domicilio, por medio del presente documento declaramos: Que hemos convenido en constituir, como en efecto constituimos, una Compañía Anónima de acuerdo a las cláusulas que especificamos a continuación, a las cuales hemos dado la suficiente amplitud para que sirvan a la vez de Estatutos Sociales:

TITULO I

DENOMINACIÓN, OBJETO, DOMICILIO y DURACIÓN:

PRIMERA: La Compañía se denominará **"INVERSIONES y TRANSPORTE THALUS, C.A."**.

SEGUNDA: OBJETO: La Compañía tendrá por objeto, la comercialización de transporte de Carga Pesada y Liviana terrestre a nivel nacional e internacional, la venta, compra, Exportación e Importación, distribución al mayor y detal de materiales y repuestos en el área automotriz, podrá así mismo realizar todo tipo de operaciones mercantiles y celebrar actos o contratos lícitos, conexos con su objeto principal, cuando dichos actos o contratos beneficien a la Compañía.

TERCERA: Su domicilio estará en la ciudad de Valencia, Estado Carabobo o en cualquier otro lugar de la República Bolivariana de Venezuela. Su sede inicial estará ubicada en la dirección siguiente: Urbanización Paso Real I, Torre Nro. 9, Apartamento Nro. 9-54 Parroquia San Diego, Municipio San Diego Valencia del Estado Carabobo.

CUARTA: La Compañía tendrá una duración de veinte (20) años contados a partir de la fecha de su inscripción en el Registro Mercantil correspondiente. Este período podrá ser prorrogado por períodos iguales o menores, sin perjuicio de que la Asamblea de Accionistas pueda acordar la resolución de la Compañía, antes de la expiración del término original.

TITULO II

DEL CAPITAL Y LAS ACCIONES QUINTA:

C.I. 3.577.697
Abogado I

el Capital Social de la Compañía es de **CIEN MIL BOLÍVARES (Bs. 100.000,00)**, dividido en **CIEN (100) ACCIONES** ordinarias y nominativas, no convertibles al portador, con un valor nominal de **MIL BOLIVARES (Bs. 1.000,00)** cada una, dichas acciones son indivisibles y confiere a sus propietarios iguales derechos y obligaciones correspondiendo a cada acción un voto en las Asambleas de Accionistas.

SEXTA: El Capital Social ha sido Pagado en su Totalidad por los Accionistas según se evidencia en Inventario de Apertura de bienes que se Anexa, como parte integrante de este documento. El accionista: **DOMINGO ALBERTO GONZALEZ VILLAMEDIANA** suscribió y pago **OCHENTA (80) ACCIONES** por un valor de **OCHENTA MIL BOLIVARES (Bs. 80.000)**; y la accionista: **LAURA COROMOTO PEREZ MALPICA** suscribió y pago **VEINTE (20) ACCIONES** por un valor de **VEINTE MIL BOLIVARES (Bs. 20.000).**

SÉPTIMA: Las acciones confieren a sus titulares iguales derechos sobre el activo social y el reparto de utilidades. Son indivisibles con respecto a la Compañía que no reconoce sino a un solo titular para cada una de ellas, contendrán las especificaciones de Ley y serán firmadas por uno (1) de los dos (2) Gerentes de la Compañía.

OCTAVA: Los accionistas gozarán de un derecho de preferencia, en caso de aumento del Capital Social para suscribir las nuevas acciones, en proporción a las que tuvieren para ese momento.

NOVENA: Las acciones no podrán ser cedidas, dadas en prenda, en pago, en garantía, imponerles algún tipo de gravamen o enajenadas, ni aún entre los mismos accionistas, sin la previa autorización dada por escrito por uno (1) de los dos (2) Gerentes, quienes están plenamente facultados para aceptar o rechazar las negociaciones propuestas. En caso de aceptación, los accionistas tienen derecho de preferencia para la adquisición o gravamen de las acciones, en proporción al número que posean y tomando como base, para la determinación de su valor, el último Balance General aprobado.

DECIMA: En el caso de ejercicio del derecho de preferencia que se establece en la cláusula anterior, si la proporción que corresponda a cualquiera de los accionistas sobre la cantidad de acciones a enajenar o gravar es de entero y fracción, se entenderá que es el número entero de acciones inmediatamente menor. La renuncia al derecho de preferencia que hagan los accionistas no acrece a los otros accionistas preferidos que hayan manifestado su voluntad de adquirir las acciones a enajenar o gravar, sino que deja disponible la parte correspondiente para que sean enajenadas o gravadas a la sola voluntad del oferente. La totalidad o parte de la cantidad de acciones ofrecidas sobre las cuales no se haya manifestado voluntad de los accionistas para ejercer el derecho de preferencia, podrán ser enajenadas o gravadas libremente por el oferente en un plazo de seis (6) meses contados a partir de la finalización del término para ejercer la preferencia. Para ejercer el derecho de preferencia, en el caso de aumento de Capital, se aplicarán los criterios señalados anteriormente sobre porcentaje y efectos de la renuncia. En los dos casos señalados en las Cláusulas Quinta y Sexta el lapso para ejercer el derecho de preferencia será de quince (15) días, en el caso de enajenación o gravamen, a partir de la fecha en que sea notificado cada accionista y, en el caso de aumento de Capital, contado a partir de la fecha en que se haya decidido por la Asamblea de Accionistas tal aumento.

DÉCIMA PRIMERA: La propiedad de las acciones se prueba con su inscripción en el Libro de Accionistas de la Compañía. La cesión de las acciones, así como su gravamen, se harán por declaración en el mismo Libro, firmada por las partes intervinientes en la operación y uno (1) de los dos (2) Gerentes de la Compañía.

TITULO III

DE LAS ASAMBLEAS

DÉCIMA SEGUNDA: La Asamblea de Accionistas, legalmente constituida, representa la universalidad de los accionistas, tiene la suprema dirección de la sociedad y todos sus actos, siempre que estén conformes con las leyes y estos Estatutos, obligan a la sociedad y a todos los accionistas.

DÉCIMA TERCERA: Las Asambleas de Accionistas podrán ser Ordinarias o Extraordinarias, debiendo ser convocadas bien por prensa o mediante carta con acuse de recibo, con cinco (5) días de anticipación por lo menos a la fecha de su realización, con indicación del día, objeto de la misma, hora y lugar de su realización. Las Asambleas se podrán constituir y deliberar válidamente, sin necesidad de convocatoria previa, siempre y cuando en la misma se encuentren o

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de la Compañía. Las decisiones en las Asambleas se tomarán por mayoría que represente por lo menos el cincuenta y uno por ciento (51%) del Capital Social.

DÉCIMA CUARTA: La Asamblea Ordinaria de Accionistas se reunirá dentro del trimestre siguiente al cierre del ejercicio económico anual de la sociedad, el día, a la hora y en el lugar señalados en la respectiva convocatoria y deberá reunirse por lo menos, una (1) vez al año.

DÉCIMA QUINTA: La Asamblea de Accionistas se reunirá extraordinariamente cuando sea convocada por uno (1) de los Gerentes, por los medios indicados, con no menos de cinco (5) días de anticipación y podrá celebrarse en cualquier oportunidad para tratar asuntos de interés de la Compañía.

DÉCIMA SEXTA: La Asamblea de Accionistas, sea Ordinaria o Extraordinaria, se considerará válidamente constituida con un número de accionistas que represente más de la mitad del Capital Social, salvo los casos en que la Ley exija una representación mayor. Si la Asamblea fuere Ordinaria y no concurriere el número de accionistas requerido, la reunión quedará diferida para el día en que se fije en la nueva convocatoria que se hará inmediatamente, día en el cual la Asamblea quedará constituida, sea cual fuere el número de accionistas que concurra a ella y las acciones que representen, debiendo hacerse constar así en la nueva convocatoria. Las decisiones que se tomen en esta Asamblea serán válidas sin necesidad de ratificación ulterior. Si la Asamblea fuese Extraordinaria, o hubiere de tratarse en ella alguno o algunos de los puntos para los cuales requiere la Ley quórum mayor que el ordinario y no concurriere el número de accionistas requerido, se hará inmediatamente una segunda convocatoria, con las formalidades legales y lapsos indicados en los Artículos 276 y 281 del Código de Comercio.

DÉCIMA SEPTIMA: La Asamblea Ordinaria de Accionistas tiene, entre otras, las siguientes atribuciones: 1) Nombrar los Gerentes, el Comisario y los Representantes Judiciales, fijando sus remuneraciones; 2) Discutir y aprobar o modificar el Balance, con vista del Informe del Comisario y 3) Conocer de cualquier otro asunto que se le someta a su consideración.

DÉCIMA OCTAVA: Las votaciones en las Asambleas de Accionistas serán públicas, a menos que ella misma resuelva lo contrario. Las decisiones se tomarán del modo ya indicado, salvo en aquellos casos en que la Ley exija un número mayor. Cada acción representa un voto y cuando resulte empatada una votación esta será repetida y si continuase el empate se considerará negada la proposición.

DÉCIMA NOVENA: Los accionistas tienen derecho a hacerse representar en la Asamblea por medio de apoderados, accionistas o no, constituidos en carta-poder o cualquier otro medio cierto.

VIGESIMA: La Asamblea será presidida por el Gerente General de la sociedad y a falta de estos, por el accionista que designe la misma Asamblea.

VIGÉSIMA PRIMERA: De todo lo actuado en la Asamblea de Accionistas, se levantará Acta en Libro especial que al efecto se llevará, en el cual se expresará el nombre de los concurrentes, con los valores que represente cada uno y las decisiones y acuerdos tomados. El Acta será firmada por todos los asistentes. El Gerente General de la sociedad, o los funcionarios que designe al efecto la Asamblea de Accionistas, será autorizado para expedir copias certificadas de las Actas de las Asambleas de Accionistas asentadas en el Libro respectivo.

VIGÉSIMA SEGUNDA: Constituida la Asamblea de Accionistas con el quórum requerido por estos Estatutos continuará válidamente sus deliberaciones, aunque por separación de algunos de los accionistas presentes no quede la representación requerida por estos Estatutos. Las deliberaciones tomadas en esta Asamblea tendrán toda su validez sin necesidad de ratificación posterior.

VIGÉSIMA TERCERA: La Compañía tendrá un Comisario electo por la Asamblea Ordinaria de Accionistas, con duración de cinco (5) años en el ejercicio de sus funciones, pudiendo ser reelecto o sustituido en sus funciones. Sus atribuciones serán las señaladas en el Código de Comercio.

VIGÉSIMA CUARTA: El ejercicio económico de la Compañía comenzará el primero (1) de Abril de cada año y terminará el treinta y uno (31) de Marzo del siguiente año. Como primer ejercicio se escoge uno corto comprendido entre la fecha de inscripción de la Compañía en el Registro Mercantil y el treinta y uno (31) de Marzo del 2010. Al finalizar cada ejercicio económico se cortarán las cuentas y se formará Balance General y Estado de Ganancias y Pérdidas que determine la situación de la sociedad e indique con exactitud las utilidades obtenidas o las pérdidas experimentadas. En todo ello se procederá en la forma establecida en los Artículos 304 y 308 del Código de Comercio vigente. De las utilidades se separará: a) un cinco por ciento (5%) para formar el Fondo de Reserva Legal y hasta alcanzar el veinte por ciento (20%) del Capital Social; y b) otras deducciones con destino a otros apartados que la administración social considere necesarios. El remanente de utilidades se distribuirá como dividendo entre los accionistas, en proporción al número de acciones de que sean titulares, cuando así lo decidan los Gerentes.

VIGÉSIMA QUINTA: En todo lo no previsto en este documento constitutivo y Estatutos Sociales, regirán las disposiciones del Código de Comercio.

TITULO IV

DE LA ADMINISTRACIÓN

VIGÉSIMA SEXTA: La Administración de la Compañía estará a cargo de Un (1) Gerente General y Un (1) Gerente Administrativo, elegidos por la Asamblea de Accionistas para un período de Diez (10) años. Podrán ser reelectos y aún vencido dicho plazo continuarán ejerciendo sus funciones hasta que hayan sido sustituidos por otros designados por la Asamblea de Accionistas. En todo caso, permanecerán en el pleno ejercicio de sus cargos y funciones si en la oportunidad correspondiente no se producen las nuevas designaciones. Depositarán en la Caja Social de la Compañía diez (10) acciones cada uno, para garantizar los actos de su gestión y de conformidad con el Artículo 244 del Código de Comercio.

VIGÉSIMA SEPTIMA: Los Gerentes de la Compañía, actuando conjunta o indistintamente, representarán de la forma más amplia a la Compañía y tendrán las siguientes atribuciones: a) todos los actos de administración y disposición; b) fijar los gastos generales de la Administración; c) abrir, movilizar y cerrar cuentas bancarias de cualquier tipo; d) invertir fondos de la Compañía en Títulos Valores emitidos por entidades financieras; e) convocar Asambleas de Accionistas; f) aceptar, endosar y descontar efectos cambiarios; g) hacer participaciones a organismos públicos y registros; h) certificar actas o documentos de la Compañía; i) preparar los informes y balance de cada ejercicio económico, para ser presentados al Comisario y a la Asamblea de Accionistas; j) nombrar apoderados especiales; k) nombrar, remover, sustituir y asignar remuneraciones a empleados de la Compañía; l) atender la gestión diaria de los negocios directamente; m) celebrar negociaciones y contratos de cualquier naturaleza; n) enajenar y gravar,

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bajo cualquier forma, los bienes muebles o inmuebles de la Compañía; ñ) solicitar y contratar créditos requeridos por la Compañía para su giro comercial; o) conceder créditos a personas naturales o jurídicas que así lo soliciten y que se imponga en razón de los negocios; p) representar a la Compañía ante los Poderes Públicos Nacionales, Estadales o Municipales, Corporaciones o Asociaciones de Derecho Público o Privado, con facultades para desistir, transigir, convenir, reconvenir, comprometer, pudiendo delegar estas facultades en los abogados apoderados de la Compañía; q) decretar el pago de los dividendos a los accionistas, r) *resolver sobre la inversión del Fondo de Reserva de la Compañía*, en operaciones seguras a corto plazo; s) preparar u ordenar que se prepare cada seis (6) meses, un estado sumario de la situación activa y pasiva de la Compañía y ponerlo a disposición del Comisario; t) presentar anualmente, a la Asamblea General de Accionistas, un informe sobre negociaciones sociales, inventario, balance general y estado demostrativo de ganancias y pérdidas, sobre el ejercicio cumplido; u) todas las demás que le estén señaladas específicamente en este Documento Constitutivo-Estatutos Sociales.

VIGÉSIMA OCTAVA: El Gerente General podrá designar uno o más funcionarios que se denominarán Gerentes Administrativos, a los cuales competerá la gestión diaria de los negocios y otras atribuciones que específicamente les fueran señaladas, delegando en tales funcionarios las facultades que considere convenientes. La elección y remoción de tales funcionarios es de la competencia exclusiva del Gerente General.

VIGÉSIMA NOVENA: La sociedad podrá designar los Representantes Judiciales que estime *necesarios*, a juicio de la Asamblea, la cual los elegirá y *removerá* libremente.

TITULO V

DESIGNACIONES:

TRIGESIMA: Se designan como **GERENTE GENERAL** al accionista **DOMINGO ALBERTO GONZALEZ VILLAMEDIANA** y como **GERENTE ADMINISTRATIVO** a la accionista y **LAURA COROMOTO PEREZ MALPICA**, antes identificados, Se designa como Comisario a el Licenciado: **CARLOS AUGUSTO PINTO CHAVEZ**, titular de la Cédula de Identidad número **V -11.814.227** e inscrito en el Colegio de Contadores Públicos bajo el número **40.658**, de este domicilio. Se autoriza suficientemente a la ciudadana **MARÍA EUGENIA GÓMEZ POTELLA** Venezolana mayor de edad, soltera, titular de la Cédula de Identidad **Nº V-11.526.089**, de este domicilio, para efectuar la correspondiente participación de la presente constitución al Registro Mercantil y solicite copia certificada de la misma. Del mismo modo queda suficientemente autorizada a los fines de la obtención del **RIF (REGISTRO DE INFORMACION FISCAL.)** ante la Administración Tributaria **Seniat** de dicha Sociedad Mercantil, así como realizar cualquier tipo de trámites por ante organismos públicos o privados como: **ALCALDIAS, BOMBEROS, SENIAT, MINTRA, IVSS, INCE, INPSASEL** o cualquier organismo que sea necesario para el buen desempeño de los deberes fórmales de dicha Compañía Anónima sin necesidad de Poder Notariado o Autenticación.

En Valencia, a la fecha de su presentación.

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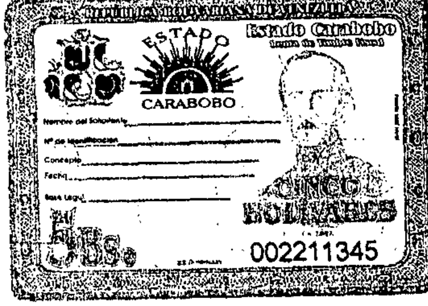

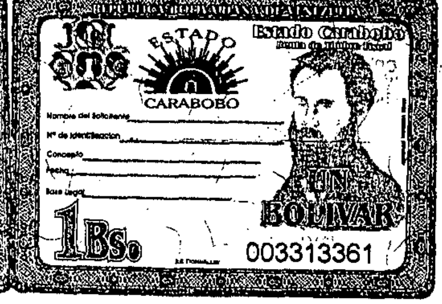

Pedro Martin
Inpreabogado
Nro. 52460

Ciudadano

Registrador Mercantil Segundo de la Circunscripción Judicial del Estado Carabobo.

Su despacho._

Yo, **MARIA EUGENIA GOMEZ POTELLA** , Venezolana, Mayor de edad , Soltera , de este domicilio , titular de la cedula de identidad Numero **V- 11.526.089** , debidamente autorizada en Acta Constitutiva de la Compañia de Comercio " **INVERSIONES Y TRANSPORTE THALUS,C.A."** , Ante usted muy respetuosamente acurro a fines de dar cumplimiento con lo establecido en el primer aparte del articulo 215 del Código de Comercio y consignar el documento de dicha Compañia, el cual ha sido redactado con suficiente amplitud para que sirva a la vez sirva de Estatutos Sociales de la misma. Igualmente anexo inventario del Aporte hecho por los Accionistas al Empresa en formación; y ruego a usted que previo el documento de las formalidades legales, se sirva ordenar su registro, fijación, publicación y que a la vez me sea expedida **Dos (2)** copias certificada de esta participación y del acta Constitutiva – Estatutaria con el auto que la provee.

En Valencia a la fecha de su presentación

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MUNICIPIO VALENCIA, 12 DE ABRIL DEL AÑO DOS MIL DIEZ (FDOS.) **MARIA EUGENIA GOMEZ POTELLA**, **Abogado RAFAEL A. GIMENEZ DAN** SE EXPIDE LA PRESENTE COPIA CERTIFICADA DE PUBLICACIÓN SEGÚN PLANILLA NO. : **315.2010.1.5108**

Abogado RAFAEL A. GIMENEZ DAN
Registrador

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