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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

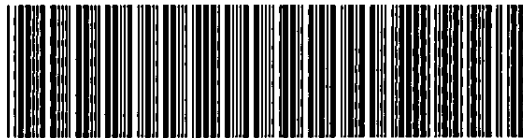
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2011 MAY 13 PM 4:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch MAY 16 2011

**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** OSSIA MUSIC 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:

DARLENE CARRILLO  
Name of Person

D & M BUSINESS SERVICE  
Firm/Company

2393 S CONGRESS AVE. STE 200  
Address

PALM SPRINGS, FLORIDA 33406  
City/State and Zip code

amapola\_43@hotmail.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

DARLENE CARRILLO at ( 561 ) 969-2466  
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

**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.

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TALLAHASSEE, FLORIDA

1. OSSIA MUSIC CORP.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. PANAMA 3. APPLIED FOR  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 07/21/2010 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 01/15/2011  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. AV. RICARDO J ALFARO, CENTURY BUILDING, SUITE 401-40, PANAMA  
(Principal office address)

335 W PISA PLACE, ST.AUGUSTINE FL 32084-2508  
(Current mailing address)

8. ANY AND ALL PURPOSE  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

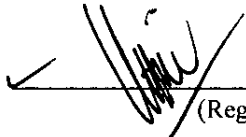
9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: JOSE VLADIMIR PEREZ PERAZA

Office Address: 335 W PISA PLACE

ST AUGUSTINE, Florida 32084-2508  
(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.*

  
\_\_\_\_\_  
(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: NONE

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: NONE

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: JOSE VLADIMIR PEREZ PERAZA

Address: 335 W PISA PLACE  
ST. AUGUSTINE, FL 32084-2508

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS**

President: GUSTAVO MENDEZ VINCENTI

Address: 335 W PISA PLACE  
ST. AUGUSTINE, FL 32084-2508

Vice President: NONE

Address: \_\_\_\_\_  
\_\_\_\_\_

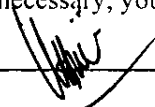
Secretary: RENE HOWARD

Address: 335 W PISA PLACE, ST. AUGUSTINE, FL 32084-2508

Treasurer: VELKYS RODRIGUEZ

Address: 335 W PISA PLACE, ST. AUGUSTINE, FL 32084-2508

**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. JOSE VLADIMIR PEREZ PERAZA

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**A CONTINUACION SE ENUNCIA EL PACTO SOCIAL DE LA SOCIEDAD ANONIMA DENOMINADA "OSSIA MUSIC CORP." EN EL IDIOMA INGLES**

**ARTICLES OF INCORPORATION OF OSSIA MUSIC CORP.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned, **MARISABEL VENTURA** and **ANA LORENA QUINTERO**, of full age and domiciled in the City of Panama, Republic of Panama, for the purpose of forming a corporation pursuant to the Panama Corporation Law, do hereby establish, form and constitute the following:-----

**ARTICLES OF INCORPORATION**-----

1. The name of the Corporation is: **OSSIA MUSIC CORP.**-----

2. The purposes for which the corporation is established are: -----

In general, to carry on any lawful business, and to have and exercise the powers outlined in Article nineteen (19) of the General Corporation Law of the Republic of Panama (Law 32 of 1927)-----

3. **(Capital)** a) The authorized capital of the corporation shall be the sum of **ONE HUNDRED THOUSAND DOLLARS (US\$100,000.00)**, U.S. currency, divided into **ONE HUNDRED (100)** nominatives shares of common or preference stocks of a par value of **ONE THOUSAND DOLLARS (US\$1,000.00)**, U.S. currency each share. b) All common shares shall have the same rights and privileges and each one of them shall have one (1) vote at all general meetings of stockholders. c) Unless otherwise determined by the Board of Directors, the stock certificates shall be signed jointly by the President with the Secretary or the Treasurer of the Corporation.-----

4. **(Limited Liability)** The liability of the stockholders is limited to the amount unpaid on their stock.-----

5. **(Subscription)** The number of shares of stock which each subscriber to the Articles of Incorporation agrees to take is as follows: -----

-----NAME-----	-----SHARES-----
-----MARISABEL VENTURA-----	-----ONE (1)-----
-----ANA LORENA QUINTERO-----	-----ONE (1)-----

6. **(Domicile and Resident Agent)** The domicile of the corporation is in the Republic of Panama, but it may have offices abroad, and the name of its Resident Agent is the Law Firm "DELVALLE & DELVALLE", whose domicile is at Ricardo J. Alfaro Ave., Century Tower Building, 17<sup>th</sup> Floor, Suite 1721, Panama City, Republic of Panama. It is provided however, that the Board of Directors of the Corporation shall have the discretionary power to appoint any other person or persons to serve as Resident Agent. The Resident Agent may resign his position at any time. The Resident Agent of the Company will not be responsible directly or indirectly for the activities or business made by the company, nor the shareholders, directors, dignitaries or any agent in any country in the world.-----

7. **(Foreign Operation)** To provide for the management of the affairs of the corporation abroad, in exercise of the power granted by Article nineteen (19) of Law thirty two (32) of nineteen hundred twenty seven (1927), this Corporation shall hold meetings of stockholders and directors and shall keep the books and accounts of the corporation, including the Stock Register and the Minutes Book, at any sites or places either within or without the Republic of Panama, and shall procure whenever required, the registration or qualification or recognition of the corporation in or under the laws of any country in the world.-----

8. **(Duration)** The duration of the corporation is to be perpetual.-----

9. **(Legal Representative)** The Legal Representative of the Corporation will be the President or the person who The Board of Directors will appoint. -----

10. **(Board of Directors)** The Board of Directors shall consist of not less than three (3) nor more than seven (7) members, each one of them having the right to appoint his respective alternate. The number of its first directors, who will hold office until the stockholders meeting elect their successors, is to be three (3) and their names and addresses are as follows: **GUSTAVO MENDEZ VINCENTI**, address at 2da Transversal, Quinta San José, El Pedragal, Chacao, Caracas, Venezuela, Zip Code 1060, **RENE HOWARD** and **VELKYS RODRIGUEZ** both address at Ricardo J. Alfaro Avenue, Century Tower Building, 17<sup>th</sup> Floor, Suite 1721, Panama City, Republic of Panamá.-----

11. **(Officers)** The officers of the corporation shall be a President, a Treasurer and a Secretary. Any person may hold two (2) or more offices. Until the Board of Directors

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shall elect their successors, the officers of the corporation shall be:-----

-----NAMES-----OFFICERS-----

GUSTAVO MENDEZ VINCENTI-----PRESIDENT-----

-----RENE HOWARD-----SECRETARY-----

-----VELKYS RODRIGUEZ-----TREASURER-----

12. **(Transfer of Shares)** The shareholders shall not be entitled to sell or transfer their shares to other persons without previously offering said shares through the Secretary of the corporation to the shareholders. Therefore, the corporation or any stockholders thereof shall have a preferential right to purchase such shares.-----

13. **(Bank accounts)** The Corporation shall open bank accounts in local and foreign Banks, and said Bank accounts will require the signature or the signatures determined by the Stockholders.-----

14. **(Powers of Stockholders and Directors)** Subject to the provisions of the law and of these Articles of Incorporation, the number and term of office of directors and officers shall be fixed or determined by the stockholders meeting. The Board of Directors shall exercise all of the powers and rights of the corporation. At any meeting of the directors or stockholders any director or stockholder may be represented and vote by proxy or proxies (who need not be the directors or stockholders) appointed by an instrument in writing, public or private, with or without power of substitution. A director may hold any remunerative office or profit with the corporation in addition to the office of director. No director shall be disqualified from entering into contracts, arrangements or dealings with the corporation and no such contracts, arrangements or dealings shall be voided, and no director shall be liable to account to the corporation for any profit arising out of any such contract, arrangement or dealing, provided that such director discloses to the stockholders of the corporation his interest in such contract, arrangement or dealing, and abstain from participating in the deliberations for the adoption of resolutions by the stockholders meeting, which is the body empowered to authorize or resolve about said contracts, arrangements or dealings.-----

15. **(Stockholders Meeting)** Whenever a decision by the stockholders is required, the notice of such shareholders meeting shall be in writing and in the name of the President

or Secretary of the corporation. Such notice shall state the purpose or purposes for which the meeting is called and the time and place at which it is to be held. The notice shall be given personally or by registered mail upon each stockholders of record entitled to vote at such meeting not less than ten (10) days or more than sixty (60) days before such meeting. Any stockholders may waive notice of any meeting signed by him or his representative either before or after holding the meeting. Nevertheless the resolutions approved in any meeting at which all stockholders are present, in person or by proxy, shall be valid for all purposes, even though the notice required by the law, the Articles of Incorporation or the by-laws shall not have been given. In virtue of the dispositions made in Article 203 of the Commerce Code of The Republic of Panama, modified by Article 31 of the Decreed Law No. 5 of July 2nd 1997, this company is here by authorized to celebrate corporate meetings over the telephone or telefax, or by any other electronic communication means.-----

16. (Power of Attorney) "**OSSIA MUSIC CORP.**" grants a broad and general power of attorney unto **GUSTAVO MENDEZ VINCENTI** with Venezuelan passport number **027185724**, Venezuelan National ID No. **10787743** in order to be exercised by him, said power of attorney in the name and on behalf of "**OSSIA MUSIC CORP.**" in the Republic of Panama, as well as in any other part of the world, with the following powers:

a) To make, execute and deliver on behalf of "**OSSIA MUSIC CORP.**" without requiring authorization from its Board of Directors of Stockholders, any contract or transaction on behalf of the corporation: to acquire and purchase real or personal property, shares of stock, bonds and securities of any description whatsoever.-----

b) Open bank accounts on behalf of the grantor in the country or abroad, as well as conduct all transactions involved with the bank account.-----

c) To enter into contracts to borrow money to mortgage or pledge all or any part of its properties, real or personal, at any time owned or held by the corporation, to secure obligations incurred by the corporation, or by the other natural juristic persons.-----

d) To appear for and to represent "**OSSIA MUSIC CORP.**", in any matters before any legally constituted body or agency of the Republic of Panama, and any country of the world.-----



e) To demand, sue for, recover and receive of and from any person, firm association or corporation, any and all sums of money that may become due or payable to "OSSIA MUSIC CORP." for any cause, motive or reason, and by virtue of any bill of exchange, check, draft, note or trade acceptance, made, execute, endorsed, accepted or delivered for "OSSIA MUSIC." and in its name by the attorneys hereby appointed.-----

f) Represent the interests of "OSSIA MUSIC CORP.", in any matters of its concern places before the courts or administrative agencies of the Republic of Panama and any other country of the world.-----

g) Generally to do, executed and perform any other act, matter or thing whatsoever, that in the opinion of the attorneys hereby appointed, ought to be done, executed or performed to protect, the rights and interest of "OSSIA MUSIC CORP." in connection with any of the aforesaid matters.-----

17. (Reservation) This Corporation reserves the right to amend, alter, change and repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.-----

Yo, Lic. JUAN JOSE FERRAN TEJEDOR Notario  
Público Oclavo del Circuito de Panamá, con Cédula No. 9-94-105  
CERTIFICO:

Que la (s) firma (s) anterior (es) la (s) sido reconocida (s)  
como suya (-) por los firmantes por consecuencia  
dicha (s) firma (s) y (sus) autógrafos (s) **27 AGO 2010**

\_\_\_\_\_  
TEJEDOR  
  
\_\_\_\_\_  
FERRAN  
Lic. JUAN JOSE FERRAN TEJEDOR  
Notario Público Oclavo

*GUSA*  
**Gregory M. Sun G.**  
Traductor Público  
Licencia Mediante Resuelto 683  
del 30 de Oct. de 2006.



**APOSTILLE**

Convention de la haye du 5 octobre 1961  
1 Pais PANAMA

El presente documento público  
2 ha sido firmado por *Juan José Ferran Tejedor*  
3 quien actua en calidad *notario*  
4 y esta revestido del sello/timbre de *J*

**CERTIFICADO**





**MINUTES OF THE BOARD OF SHAREHOLDERS OF THE CORPORATION NAMED  
OSSIA MUSIC CORP.**

A special meeting of the Board of Shareholders of the corporation named **OSSIA MUSIC CORP.** was held in the city of Panama, the 16<sup>th</sup> day of August 2010, at nine o'clock in the forenoon (9:00 a.m.) at the offices of the corporation. Present in said meeting were duly represented all the partners shareholders, who had resigned to the previous written notice.

Likewise, were present **GUSTAVO MENDEZ VINCENTI**, who acted as President, presided the meeting; acted as Secretary **RENE HOWARD**.

The President initiated the meeting, with the previous certification by the Secretary on the necessary quorum for effects of the meeting and it was informed that the sole purpose of the meeting was to give a **SPECIAL POWER OF ATTORNEY** to **JOSE VLADIMIR PEREZ PERAZA**, male, national of the Bolivarian Republic of Venezuela, of legal age, with Venezuelan Passport No.D0288325, Venezuelan National ID No. 10846753, with address in Av. Oeste 14, Esquinas Bucare a Puente Junin, Residencias Los Medanos, Torre A, Piso 3, Apt. 35A, San Juan, Caracas, Venezuela, Zip Code 1010 and **CARLOS WLADIMIR SEDAN URBINA**, male, national of the Bolivarian Republic of Venezuela, of legal age, with Venezuelan Passport No.030513437, Venezuelan National ID No. 12561556, with address in Av. Fuerzas Armadas, Esquinas San Jose a Santa Rosa, Conjunto Residencial Las Rosas, Torre C, Piso 15, Apt. 154, Caracas, Venezuela, Zip Code 1010, in order to be exercised by them individually or jointly, said power of attorney in the name and on behalf **OSSIA MUSIC CORP.** in the Republic of Panama, as well as in any other country of the world, with the following powers with the prerogatives detailed as follows, which shall be exercised without previous consent of the Board or Partner Assembly:

1. In exercise of this Power of Attorney, the proxies may represent the Corporation before any natural or juridical person, public or private or both, judicial, political and administrative authorities of any State, department, province, municipality or political subdivision of the Republic of Panama, and/or any other part of the world, with all the broad ample legal powers of the mandate and all special which may be necessary.
2. Open bank accounts in the name of the grantor in the national territory or abroad, as well as to perform all transactions which may be performed with a bank account
3. Purchase, sale, agency, represent, constitute and/or cancel mortgages, transfer, assign, permute, donate, give in leasing movable or immovable properties.
4. Perform all attributions of broad and general administration on all businesses of the corporation and all belonging to it, including all its goods and properties, general power to grant powers of attorney for suits, and to appear through extrajudicial agreements, create and cancel through public or private documents, credits, securities, prices, terms and incomes.



5. Regarding the assets of the Corporation, they shall have the faculty to celebrate, revoke, modify, and resolved to terminate leases, bailment or any other nature; Issue or accept bills of exchange or any other instrument or commercial purpose; acquire or subscribe shares or participation in companies representing the present Corporation; to judicial or extrajudicial notifications of any nature; To receive payments sum of money and provide appropriate receipts and settlements; Enter into, sign, compromise and carry out whichever contracts, civil or mercantile, industrial or manufacture, whether of dominion or administration, which may be necessary and convenient to carry out businesses or objectives of the corporation, even they are not herein specified, granting and subscribing whichever public or private instrument is required for the exercise of all the powers described in this power of attorney.

6. Exercise and respond to administrative actions, resources of complaints, applications for annulment, legal action, special appeal, court or any other nature which may be part or be involved the Corporation, even if such interest is contingent or expectations of law; Take part or to be summoned or notified by trials or procedures involved in name and representation of the corporation, even in case if is for responding demands or acts of similar nature.

7. May compromise, convene, desist, assign the right to dispute, make auction and acquire in them, render confessions or decisive oaths, defer the contrary ones, request suspension of payments, appear to bidding or bankrupts, enter into mutual agreements, and whichever may be necessary. Also will have authority to assign all or part of this present Power to trusted persons reserving their exercise and even grant and revoke power of Attorney to lawyer(s) of their trust, pointing out its difficulties and limitations they consider necessary.

8. The extent of this power comes to buy, sell, encumber, alienate or dispose of property owned by the corporation in the manner and conditions as it deems beneficial to the rights and interests of the Corporation, are those goods, real estate, livestock, instrumental or any other nature; Make payments, contributions, donations; Also can collect the sales price to carry out and enforce checks or bank bills issued in my name with the words "not endorse" with this mandate can represent me at any bank entity.

9. Request the registration of whichever trademarks, patents and other modalities of the Industrial Property which may be convenient for the protection of the businesses of the corporation.

10. In general and in exercise of this power, the proxies will have the broadest powers of representation, management and disposition as if acting on behalf of itself, and that the powers set out above is not exhaustive but merely illustrative and the only restriction they may have is those the law expressly or indubitable appearance of the grantor.



REPÚBLICA DE PANAMÁ

NOTARIA OCTAVA DEL CIRCUITO

PROVINCIA DE PANAMÁ

Lic. Juan José Ferrán Tejedor

NOTARIO

Edificio Plaza Obarrio  
Oficina 108  
Ave. Samuel Lewis  
Urb. Obarrio  
Apartado 0819-11164  
El Dorado

Tels.: 264-6270  
264-3676  
213-8028  
Fax: 264-3506  
Celular: 6635-9693

COPIA  
ESCRITURA N° 6,318 DE 21 DE Julio DE 2010

POR LA CUAL:

Por la cual se constituye la Sociedad Anónima denominada OSSIA MUSIC CORP. con domicilio en la Ciudad de Panamá, República de Panamá.

DELVALLE & DELVALLE  
Marisabel Ventura  
8-754-1372

DELVALLE & DELVALLE  
Marisabel Ventura  
8-754-1372

Registro Público de Panamá  
Departamento del Plano  
Sección de Ingreso de Documentos  
Cantidad de Papeles Habilitados: 1  
Paz y Salvo de Inmueble: Original  Copia   
Paz y Salvo de IDAAM: Original  Copia   
Tasa Única: Original  Copia   
Plano de Lote: Original  Copia   
Fecha y Nombre: 28. 7. 10 [Signature]



NOTARIA OCTAVA DEL CIRCUITO DE PANAMA

ESCRITURA PUBLICA NUMERO SEIS MIL TRESCIENTOS DIECIOCHO

(6,318)

Por la cual se constituye la Sociedad Anónima denominada **OSSIA MUSIC CORP.** con domicilio en la Ciudad de Panamá, República de Panamá.

Panamá, 21 de Julio del 2010

En la Ciudad de Panamá, Capital de la República y Cabecera del Circuito Notarial del mismo nombre, a los veintiún (21) días del mes de Julio del año dos mil diez (2010), ante mí, Licenciado **JUAN JOSE FERRAN TEJEDOR**, Notario Público Octavo del Circuito de Panamá, con cédula de identidad personal nueve - noventa y cuatro - mil cinco (9-94-105), comparecieron personalmente las Licenciadas **MARISABEL VENTURA**, mujer, mayor de edad, panameña, casada, Abogada, vecina de esta ciudad, con cédula de identidad personal número ocho - setecientos cincuenta y cuatro - mil trescientos setenta y dos (8-754-1372), y **ANA LORENA QUINTERO**, mujer, mayor de edad, panameña, casada, Abogada, vecina de esta ciudad, con cédula de identidad personal número ocho-setecientos cincuenta y ocho-quinientos diecinueve (8-758-519), a quienes conozco, y en sus propios nombres me pidieron que extendiera la presente Escritura Pública con el objeto de constituir, como en efecto constituyen, una sociedad anónima de conformidad con las disposiciones de la Ley treinta y dos (32) de veintiséis (26) de febrero de mil novecientos veintisiete (1927), de la República de Panamá, cuyo Pacto Social es el siguiente:

**PRIMERO:** (Nombre) El nombre de la Sociedad es:

**OSSIA MUSIC CORP.**

**SEGUNDO:** (Objetos) Los objetos para los cuales la sociedad se establece son los siguientes: Llevar a cabo cualesquiera negocios lícitos y ejercer las facultades que le concede el Artículo diecinueve (19) de la Ley treinta y dos (32) de mil novecientos veintisiete (1927) sobre sociedades anónimas.

**TERCERO:** (Capital) a) El capital autorizado de la sociedad será la suma de **CIEN MIL DOLARES (US\$100,000.00)**, moneda legal de los Estados Unidos de América, dividido en **CIEN (100)** acciones nominativas, de un valor nominal de **MIL DOLARES**

CDF

derecho a votación corresponderá exclusivamente a los tenedores de las acciones comunes de la sociedad, a razón de un voto por cada acción. c) Sin perjuicio de lo que determine al respecto la Junta Directiva, los certificados de acciones serán firmados por el Presidente acompañado por el Secretario o el Tesorero de la sociedad.-----

**CUARTO: (Responsabilidad limitada)** La responsabilidad de los accionistas está limitada a la suma no pagada sobre sus acciones.-----

**QUINTO: (Suscripción de Acciones)** El número de acciones del capital que cada suscriptor de este Pacto Social conviene en suscribir inicialmente es como sigue:-----

NOMBRE	No. DE ACCIONES.
MARISABEL VENTURA	UNA (1)
ANA LORENA QUINTERO	UNA (1)

**SEXTO: (Domicilio y Agente Residente)** La sociedad tendrá su domicilio en la República de Panamá, pero podrá establecer sucursales o agencias en el exterior. El nombre del Agente Residente de la sociedad es la firma de Abogados DELVALLE & DELVALLE, cuya dirección es Avenida Ricardo J. Alfaro, Edificio P.H. Century Tower, Piso 17, Oficina 1721, Ciudad de Panamá, República de Panamá, teléfonos 390-2890. No obstante, la Junta Directiva de la sociedad podrá nombrar, cuando lo juzgue oportuno, otra u otras personas para actuar con el carácter de Agente Residente y al mismo tiempo, el Agente Residente podrá renunciar a dicho cargo en cualquier momento.-----

El agente residente de la sociedad no será personalmente responsable, ni directa, ni indirectamente por las actividades o negocios que realice la sociedad, ni sus accionistas, directores, dignatarios o agentes en cualquier parte del mundo.-----

**SEPTIMO: (Funcionamiento en el Exterior)** En ejercicio del derecho que le concede el ordinal Séptimo del Artículo diecinueve (19) de la Ley treinta y dos (32) de mil novecientos veintisiete (1927), conforme al cual podrá llevar a cabo sus negocios y ejercer sus facultades en países extranjeros, la sociedad podrá celebrar reuniones de la Junta Directiva y de la Junta de Accionistas y llevar su contabilidad y libros de actas, de registro de acciones y de cualquier naturaleza en cualesquiera sitios o lugares de



NOTARIA OCTAVA DEL CIRCUITO DE PANAMA

exterior, o bajo las leyes de cualquier país del mundo.

**OCTAVO: (Duración)** La duración de la sociedad será perpetua.

**NOVENO: (Representante Legal)** La representación legal de la sociedad la tendrá el presidente o en su ausencia podrá ser representada por el secretario y en ausencia de este, el tesorero o cualquier persona designada por la junta directiva.

**DECIMO: (Junta Directiva)** El número de Directores de la sociedad no será menor de tres (3) ni mayor de siete (7), cada uno de los cuales tendrá derecho a designar su respectivo suplente. El número de los primeros directores de la sociedad, quienes ejercerán sus cargos hasta que la Junta de Accionistas efectúe una nueva elección, es tres (3) y sus nombres y direcciones son los siguientes: GUSTAVO MENDEZ VINCENTI, con domicilio actual en 2da. Transversal, Quinta San José, El Pedragal, Chacao, Caracas, Venezuela, Zona Postal 1060, RENE HOWARD y VELKYS RODRIGUEZ, ambos con domicilio actual en Avenida Ricardo J. Alfaro, Edificio P.H. Century Tower, Piso 17, Oficina 1721, Ciudad de Panamá, República de Panamá.

**DECIMO PRIMERO: (Dignatarios)** La sociedad tendrá un Presidente, un Tesorero y un Secretario. Una misma persona podrá desempeñar dos o más cargos. Los primeros dignatarios de la sociedad, mientras la Junta Directiva no haga la elección para nuevos dignatarios, será los siguientes:

NOMBRE	CARGO
GUSTAVO MENDEZ VINCENTI	PRESIDENTE
RENE HOWARD	SECRETARIO
VELKYS RODRIGUEZ	TESORERA

**DECIMO SEGUNDO: (Transferencia de acciones)** Los accionistas no podrán vender o traspasar sus acciones a terceras personas, sin antes ofrecer las mismas, por conducto del Secretario de la sociedad, a los demás accionistas. Por tanto, se estipula que los accionistas o la sociedad tendrán derecho preferente a comprar las acciones de la sociedad que otro accionista desee traspasar.

**DECIMO TERCERO: (Cuentas Bancarias)** La sociedad abrirá cuentas bancarias en Bancos locales o extranjeros, y el derecho de firma lo tendrá la persona o personas que

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D19

**DECIMO CUARTO: (Facultades de Accionistas y Directores)** Con sujeción a las disposiciones de la Ley y a lo dispuesto en este Pacto Social, el número y período de los directores y dignatarios de la sociedad será fijado por la Junta de Accionistas y la misma ejercerá las facultades de la sociedad. En cualquier sesión de directores o accionistas éstos podrán hacerse representar y votar por mandatario, quien no necesita ser director ni accionista, nombrado por instrumento escrito, público o privado, con o sin poder de sustitución. Un director podrá ejercer cualquier cargo remunerado con la sociedad, además del cargo de director, y podrá celebrar contratos o arreglos o tener tratos con la sociedad y no quedará por esa razón inhabilitado para ejercer el cargo de director, ni estará obligado a rendir cuentas a la sociedad por cualquier ganancia emanante de tal contrato, arreglo u operación en que fuere parte y en el cual tuviere interés por razón de ser a la vez director de la sociedad, siempre y cuando se abstenga de participar en las deliberaciones y resoluciones de la Junta de Accionistas, que es la entidad a la cual se faculta para resolver sobre tales contratos, arreglos o tratos, y haga constar a dicha Junta el interés que tuviere en los mismos.-----

**DECIMO QUINTO: (Junta de Accionistas)** Siempre que sea necesario tomar una decisión por los accionistas, la citación para reunión de la Junta de Accionistas, se hará por escrito y a nombre del Presidente, o Secretario de la sociedad. La citación se hará mediante entrega personal o por correo certificado con aviso de recibo de la citación a cada accionista registrado y con derecho a voto, no menos de diez (10) días ni más de sesenta (60) antes de la fecha de la Junta. Los accionistas o sus representantes legales podrán renunciar por escrito a la citación de cualquier reunión, antes o después de esta. Sin embargo, los acuerdos tomados en cualquier Junta en que todos los accionistas con derecho a voto estén presentes ya sea personalmente o por mandatario, serán válidos aunque no se haya hecho la citación en la forma prevista por la Ley, por el Pacto Social o por los Estatutos.-----

En virtud de lo dispuesto en el Artículo 203 del Código de Comercio de la República de Panamá, modificada por el Artículo 31 del Decreto Ley No.5 de 2 de Julio de 1997, se



SECRETARIA  
NOTARIA

POSTALIA 01610



NOTARIA OCTAVA DEL CIRCUITO DE PANAMA

**DECIMO SEXTO: (Poder General)** La sociedad **OSSIA MUSIC CORP.** por medio de la presente cláusula otorga Poder General, amplio y bastante cuanto en derecho sea necesario al Señor **GUSTAVO MÉNDEZ VINCENTI**, varón, mayor de edad, de nacionalidad Venezolana, con pasaporte Venezolano número cero dos siete uno ocho cinco siete dos cuatro (027185724), cédula de identidad Venezolana número uno cero siete ocho siete siete cuatro tres (10787743), con domicilio en con domicilio actual en 2da. Transversal, Quinta San José, El Pedragal, Chacao, Caracas, Venezuela, Zona Postal 1060, para que sea ejercido por este de forma individual, en la República de Panamá o en cualquier otro país del mundo, con las siguientes facultades:-----

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O  
D  
E  
R

a) Celebrar contratos y transacciones de cualquier índole en nombre de **OSSIA MUSIC CORP.** sin necesidad de autorización de la Junta de Accionistas o de la Junta Directiva. Adquirir bienes muebles e inmuebles, acciones, bonos, y valores de cualquier naturaleza.-----

b) Abrir cuenta bancarias a nombre de la poderdante en el territorio nacional o en el extranjero, así como realizar todas las transacciones que se pueden realizar con una cuenta bancaria.-----

c) Contratar préstamos y gravar los bienes sociales, ya sean muebles o inmuebles, con prenda o hipoteca o en cualquier otra forma, en garantía de obligaciones de la sociedad o de terceras personas naturales o jurídicas.-----

d) Hacerse parte y representar a **OSSIA MUSIC CORP.** en toda clase de asuntos ante los tribunales y cualesquiera instituciones o agencias de la República de Panamá y de cualquier país del mundo.-----

e) Presentar demandas y acciones legales para recobrar y recibir de cualquier persona, firma, asociación o compañía cualesquiera y todas las sumas que puedan ser adeudadas o que sean pagaderas a **OSSIA MUSIC CORP.** por cualquier causa, motivo o razón y por virtud de cualquier letra de cambio, cheque, giro, pagaré o aceptación comercial hecha, ejecutada, otorgada, endosada, aceptada o entregada a favor de **OSSIA MUSIC CORP.** y en su nombre.-----

f) Representar los intereses de **OSSIA MUSIC CORP.** en cualesquiera asuntos de su

Panamá y cualquier otro país del mundo.-----

g) En general hacer, ejecutar y llevar a cabo cualquier otro acto, asunto o gestión de cualquier naturaleza que en opinión del apoderado general aquí nombrado deban ser hechos, ejecutados o llevados a cabo para proteger los derechos e intereses de **OSSIA MUSIC CORP.** en relación con cualesquiera de los asuntos antes mencionados.-----

**DECIMOSEPTIMO:** (Reserva) Esta sociedad se reserva el derecho de reformar, alterar, cambiar y revocar cualquier estipulación contenida en este Pacto Social de la manera que ahora o en el futuro, señale la Ley, siendo entendido que todos los derechos conferidos a los dignatarios, directores y accionistas en este Pacto Social, se concedan con sujeción a esta reserva.-----

Leída como les fue esta Escritura a los comparecientes, en presencia de los Testigos instrumentales, señores Eulalio Serrano Morales con cédula de identidad personal número cuatro – ciento noventa y seis – novecientos seis (4-196-906) y Jacinto Hidalgo Figueroa con cédula de identidad personal número dos – sesenta y cuatro – seiscientos cincuenta y seis (2-64-656), mayores de edad y vecinos de esta ciudad, a quienes conozco y son hábiles, la encontraron conforme, le impartieron su aprobación y firmamos todos para constancia, por ante mí, que doy fe.-----

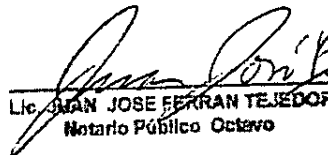
Esta Escritura lleva el número seis mil trescientos dieciocho----- (6,318)---

(Fdos) **MARISABEL VENTURA**-----**ANA LORENA QUINTERO**-----

**EULALIO SERRANO MORALES**-----**JACINTO HIDALGO**-----

**JUAN JOSE FERRAN TEJEDOR** -----Notaria Público Octavo-----

Concuerda con su original esta copia que expido, sello y firmo en la ciudad de Panamá, República de Panamá, a los veintiún (21) días del mes de Julio del año dos mil diez (2010).

  
Lic. **JUAN JOSE FERRAN TEJEDOR**  
Notario Público Octavo



REPUBLICA DE PANAMA

POSTALIA 61510



NOTARIA OCTAVA DEL CIRCUITO DE PANAMA

INGRESADO EN EL REGISTRO PÚBLICO DE PANAMÁ

Provincia: Panamá

Fecha y Hora: 2010/07/28 17:31:06:1

Tomo: 2010

Asiento: 130914

Presentante: MARISABEL VENTURA

Cedula: 8-754-1372

Liquidación No.: 7010144363

Total Derechos: 141.00

Ingresado Por: BERIPA03

*Emmanuel Penabaz*

Jefe de Diario



2011 MAY 13 PM 4: 51  
SECRETARY OF STATE  
EMBASSY OF PANAMA  
WASHINGTON, D.C.

FILED

Inscrito en el Sistema Tecnológico de Información del Registro Público de Panamá

Sección de Mercuril Ficha No. 708443 Signo No. S.A

Documento Registral No. 1817687

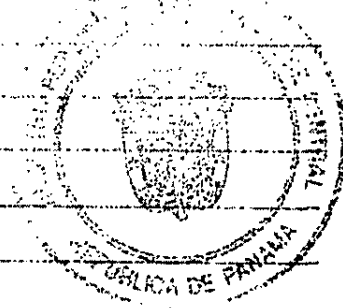
Operación Realizada: PACTO

Derechos de Registro M. 131.-

Derecho de Certificación M. 10.-

Panamá, 29 de julio de 2010

*Cobana Jimenez*  
Registrador Jefe



APOSTILLE

Convention de la haye du 5 octobrs 1951

1 Pais PANAMA

El presente documento público

2 ha sido firmado por *Cobana Jimenez*

3 quien actua en calidad *Registrador Jefe*

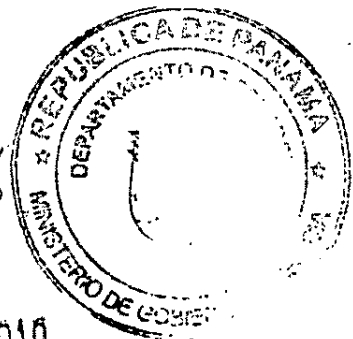
4 y esta revestido del sello/timbre de *[Signature]*

CERIFICADO

5 EN Panamá 04 de agosto del año 2010

7 por DIRECCION ADMINISTRATIVA

8 Bajo el número 58,583



155  
0830  
5549  
REPUBLICA de PANAMA  
\* TIMBRE NACIONAL

002.0  
P.B. 1126

Esta Aut. Implica re: en cuanto al documento

PAG. 1  
// KICAPAZO //

C E R T I F I C A

CON VISTA A LA SOLICITUD 10 - 333135

QUE LA SOCIEDAD :

OSIA MUSIC CORP.

SE ENCUENTRA REGISTRADA LA FICHA 708443 DOC. 1817687

DESDE EL VEINTINUEVE DE JULIO DE DOS MIL DIEZ ,

QUE LA SOCIEDAD SE ENCUENTRA VIGENTE

QUE SUS DIRECTORES SON:

- 1 ) GUSTAVO MENDEZ VINCENTI
- 2 ) RENE HOWARD
- 3 ) VELKYS RODRIGUEZ

QUE SUS DIGNATARIOS SON:

PRESIDENTE	:	GUSTAVO MENDEZ VINCENTI
TESORERO	:	VELKYS RODRIGUEZ
SECRETARIO	:	RENE HOWARD

QUE SU AGENTE RESIDENTE ES: DELVALLE & DELVALLE

QUE SU CAPITAL ES DE \*\*\*\*\*100,000.00 DOLARES AMERICANOS.

DETALLE DEL CAPITAL :

EL CAPITAL AUTORIZADO DE LA SOCIEDAD SERA LA SUMA DE CIEN MIL DOLARES AMERICANO DIVIDIDO EN CIEN ACCIONES NOMINATIVAS DE UN VALOR NOMINAL DE MIL DOLARES CADA UNA, LAS CUALES PODRAN SER COMUNES O PREFERENCIALES.

QUE SU DURACION ES PERPETUA

QUE SU DOMICILIO ES PANAMA

EXPEDIDO Y FIRMADO EN LA PROVINCIA DE PANAMA , EL TREINTA DE JULIO DEL DOS MIL DIEZ A LAS 04:16:07,P.M.

NOTA: ESTA CERTIFICACION PAGO DERECHOS

POR UN VALOR DE B/. 30.00

COMPROBANTE NO. 10 - 333135

NO. CERTIFICADO: S. ANONIMA - 083918

FECHA: Viernes 30. Julio DE 2010

// KICAPAZO //

*[Handwritten Signature]*  
 \_\_\_\_\_  
 JOHEL ANTONIO COCCIO  
 CERTIFICADOR



APOSTILLE

Convention de la haye du 5 octobre 1961

- 1 Pais PANAMA
- El presente documento público
- 2 ha sido firmado por *[Signature]*
- 3 quien actua en calidad *[Signature]*
- 4 y esta revestido del *[Signature]* sello/timbre de 30

CERTIFICADO

5 EN Panama

6 dia 04 AUG 2010

FILED  
 2011 MAY 13 PM 4: 51  
 SECRETARY OF STATE  
 PALM SPRINGS, CALIFORNIA

183  
 0850  
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 REPUBLIC  
 TIMOR