

FI1000003206

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

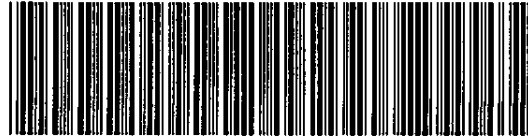
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

WH-40409

Office Use Only



500210439015

08/01/11--01015--024 **70.00

11 AUG - 8 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

WH

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: RAPIDTRUCKS, C.A.

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:

BILL W SEBREE

Name of Person

SEBREE ACCTG & TAX SERVICE

Firm/Company

3816 W LINEBAUGH AVE STE 114

Address

TAMPA FL 33618-8900

City/State and Zip code

BILLSTAX@TAMPABAY.RR.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

BILL W SEBREE

Name of Person

at (813) 264-6719

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 2, 2011

BILL W SEBREE
3816 W LINEBAUGH AVE STE 114
TAMPA, FL 33618-8900

SUBJECT: RAPIDTRUCKS, C.A.
Ref. Number: W11000040409

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

The name must contain a word that will clearly indicate that it is a corporation. Such words include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 911A00018124

**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. RAPIDTRUCKS, C.A. CORPORATION

(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. 08/11/06

(Date of incorporation)

5. 50 YEARS

(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. 4207 30TH LANE E BRADENTON FL 34208

(Principal office address)

4207 30TH LANE E BRADENTON FL 34208

(Current mailing address)

8. PURCHASE, SALE, AND DISTRIBUTIONS OF EQUIPMENT AND MACHINERY

(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: BILL W SEBREE

Office Address: 3816 W LINEBAUGH AVE #114

TAMPA

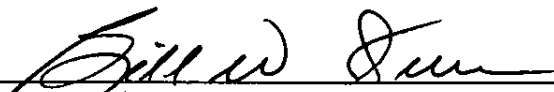
(City)

, Florida 33618

(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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 AUG - 8 PM 1:11

APPROVED
AND
FILED

APPROVED
AND
FILED

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

A. DIRECTORS

11 AUG -8 PM 1:11

Chairman: DORIS AMELIA RODRIGUEZ-LAMAS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Address: 7818 TROON CT

BRADENTON FL 34202

Vice Chairman: MARY LUZ FERNANDEZ-MENDEZ

Address: 7818 TROON CT

BRADENTON FL 34202

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: DORIS AMELIA RODRIGUEZ-LAMAS

Address: 7818 TROON CT

BRADENTON FL 34202

Vice President: MARY LUZ FERNANDEZ-MENDEZ

Address: 7818 TROON CT

BRADENTON FL 34202

Secretary: MARY LUZ FERNANDEZ-MENDEZ

Address: 7818 TROON CT BRADENTON FL 34202

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. DORIS AMELIA RODRIGUEZ-LAMAS, DIRECTOR AND PRESIDENT

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

(no information) Depositor's I.D./RIF/Passport: (no information). Depositor's signature: (no information)-----

Control Number: **503-4200-1764 (W)**. Total Amount: 63,05. Amount in letters: *SIXTY THREE WITH 05/100*-----

ONLY FOR SAREN's USE-----

Issuing Official		Receiving Official	Reviewing Official	Registrar/ Notary Public
Name and Surname:	Javier E. González V.	Javier E. González V.		Dr. Darwin E. Giraud Porrello
I.D.:	10.638.502	10.638.502		
Position:	Liquidator I	Liquidator I		First Mercantile Registrar of State of Carabobo
Date:				
Signature:	(illegible)	(illegible)	(illegible)	(illegible)

(Below the former it is stated: "Collecting Banks: 0003 – Banco Industrial de Venezuela; 0175 – Banco Bicentenario; 0102 – Banco de Venezuela; 0108 – Banco Provincial; 0163 --Banco del Tesoro").-----

(A round shaped wet seal placed at the top right hand side states: "Bolivarian Republic of Venezuela. First Mercantile Registry (coat of arms) Judicial District of the State of Carabobo". **This seal appears throughout the documentation.**)-----

Annex 2 to Documents – "(coat of arms) BOLIVARIAN REPUBLIC OF VENEZUELA.-----

***** MINISTRY OF THE PEOPLE's POWER FOR INTERIOR RELATIONS AND JUSTICE. *****-----

REGISTRIES AND NOTARYSHIPS AUTONOMOUS SERVICE.-----

FIRST MERCANTILE REGISTRY OF THE STATE OF CARABOBO.-----

RM N° 314 / 200th and 152nd-----

CERTIFIES

That the undersigned has compared the **Photostatic Certified Copy** of **twelve (12)** (In the attached version in Spanish) sheet(s) reproduced below and that it is a faithful and exact copy of the Document recorded under number:-----

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 AUG - 9 PM 1:11

APPROVED
AND
FILED

48 - CERTIFIED, VOLUME 73-A-2006, DATED AUGUST 11, 2006. -
PERTAINING TO THE FIRM **RAPIDTRUCKS, C. A.**-----

Inserted to Dossier N°S/N (S/N: Without number).-----

Dated: **VALENCIA MUNICIPALITY, FEBRUARY 24, YEAR TWO THOUSAND ELEVEN.**-----

HE ALSO CERTIFIES that this Photostatic Certified Copy has been prepared in this Office by official: **MARÍA MERCEDES MORAO-GALDONA.**-----

Holder of (Venezuelan) Identity Card **N°V-7.136.018.**-----

A person authorized by me to do so and who undersigns each one of the pages of this certification. (illegible signature) Mercantile Registrar, Attorney **DARWIN E. GIRAUD P., Dr. Darwin E. Giraud-Porrello, First Mercantile Registrar of the State of Carabobo**".-----

(Several Venezuelan fiscal stamps appear below the above statement, upon which the round shaped seal of the First Mercantile Registry is placed.)-----

...///...

Annex 3 to Documents -- "Citizen **FIRST MERCANTILE REGISTRAR OF THE JUDICIAL DISTRICT OF THE STATE OF CARABOBO. HIS OFFICE.**-----

I, Paula Alejandra Constanzo-Muñoz, of lawful age, holder of (Venezuelan) Identity Card 17.316.884, domiciled in Valencia, before you respectfully appear In order to request **CERTIFIED COPIES** of the dossier corresponding to the firm **RAPIDTRUCKS, C. A.**, recorded in the First Mercantile Registry under N°48, Volume 73-A dated August 11, 2006, **OF THE FOLLOWING DOCUMENTS:**-----

(X): ARTICLES OF INCORPORATION.-----

(X) ASSEMBLY MINUTES.-----

Valencia, February 11, 2011. (illegible signature).-----

Sheets from 1 to 6; from 20 to 23; from 30 to 33". (at the foot left hand side a Venezuelan fiscal stamp appears.)-----

...///...

Annex 4 to Documents -- (The following are shown at the top: Handwritten at the left hand side "illegible signature - Gustavo Boada. 67.420" and on the right "Nancy León V., Reviewing Attorney (illegible initial) August 11, 2006", below which

"Volume 73A N°48" is written. Ms. Leon's identification appears throughout the documentation.)-----

"Citizen First Mercantile Registrar of the Judicial District of the State of Carabobo, His Office.-----

I, GUSTAVO BOADA-CHACÓN, a Venezuelan of lawful age, holder of (Venezuelan) personal Identity Card number V-10.292.604, of this domicile and duly authorized by the Articles of Incorporation-By-Laws of the business firm **RAPIDTRUCKS, C.A.** for it, before you with due respect appear in order to submit the Constitutive and By-Laws document of the referred mercantile firm, for the purpose of its registration and publication in line with stipulations of Article 215 of the current Code of Commerce; I am also attaching the bank deposit voucher and the letter of acceptance of the Statutory Auditor.-----

I request that I be issued a certified copy of this communication and the document that accompanies it for consequent legal purposes. I request acceptance of this writ, and its process in conformity with the law. THIS IS JUSTICE. In Valencia, today -- on the day, month and year of the presentation note. (illegible signature)". (Venezuelan fiscal stamps are shown at the foot right hand side and on the left "Date of Entry August 10, 2006. Rights 373,500.00. Granted August 10, 2006. Hour: 14.31. Bill 228760. Signed by Juan Cadenas").-----

...///...

Annex 5 to Documents – (Heading: A coat of arms appears at the top middle) "MINISTRY OF INTERIOR AND JUSTICE. FIRST MERCANTILE REGISTRY of the Judicial District of the State of Carabobo".-----

"Valencia, August eleven (11), two thousand six. 196th and 147th. Presented the former communication, complied as there have been the legal requirements, record it in the First Mercantile Registry together with the document submitted: post and publish the respective entry. Form the Company's dossier and file the original together with the copy of the Articles of Incorporation and other accompanying exhibits. Issue the publication copy. (Attached here identified as "C").-----

The former Document redacted by Attorney-at-law (illegible signature) is recorded in the Registry of Commerce under N°48, Volume 73-A. Rights paid Bs.373,500.00

per Bill N°228760. SENIAT (abbreviation that means: "National Integrated Service for the Administration of Customs Duties and Taxes") N°0059225 for Bs.1,117,872.00.-----

Identification was made thus: GUSTAVO BOADA-CHACÓN with I.D. 10.292.604.--
The Name's Reserve is paid per SENIAT Bill 0059226 for Bs.67,200.00. INS. OSGLA FRANCO.-----

This page pertains to **RAPIDTRUCKS, C. A.** The First MERCANTILE Registrar, (signed) EDGARD R. AMELIACH L., First Mercantile Registrar of the State of Carabobo"-----

...///...

**DOCUMENT 1 – "ARTICLES OF INCORPORATION - BY-LAWS
OF RAPIDTRUCKS, C. A."**

"We, **RAFAEL ALBERTO BRACHO-MOLINA, DORIS AMELIA RODRÍGUEZ-LAMAS** and **MARY LUZ FERNÁNDEZ-MÉNDEZ**, Venezuelans of lawful ages, marital status: married, holders of (Venezuelan) personal Identity Cards numbers **V-1.666.762, V-6.827.670** and **V-11.036.414** respectively, domiciled in Valencia, State of Carabobo, declare: "We have decided to incorporate – as in fact we have – a mercantile firm as a Stock Company, governed in conformity with the clauses contained in these Articles of Incorporation, which will be redacted with sufficient extent so that it may serve at the same time as By-Laws, being of the following text:-----

FIRST – The firm will be named "**RAPIDTRUCKS C.A.**", and its domicile will be Avenida Prolongación Michelena, Centro Comercial ATLAS, Local N°B-01, Valencia, Estado Carabobo, but it can establish branches, agencies and offices in any other place of the Republic, or abroad when it is so decided by the Shareholders' General Assembly.-----

SECOND – The social purpose of the firm is the purchase, sale, distribution and supply of equipment, machinery, tools and spare parts for the construction industry and in general any other licit business action mandatory to achieve the purposes proposed related with the firm's main objective.-----

THIRD – The firm's period of duration is FIFTY (50) years, counted from the date that it is recorded in the Mercantile Registry and it may be dissolved and liquidated before the term of duration or extended for equal and consecutive periods, whenever the Shareholders' Assembly decides so and that the corresponding communication is made to the Mercantile Registry before the expiry of its term or of any one of its extensions.-----

FOURTH – The firm's capital stock is **ONE HUNDRED MILLION BOLÍVARES (Bs.100,000,000.00)**, divided into **TEN THOUSAND (10,000) NOMINATIVE SHARES**, non-convertible to the holder, of a nominal value of **TEN THOUSAND BOLÍVARES (Bs.10,000.00)** each one of them, which were endorsed and totally paid for by its shareholders in the following manner:-----

RAFAEL ALBERTO BRACHO-MOLINA has endorsed and paid for **FIVE THOUSAND (5,000) SHARES**, of a nominal value of **TEN THOUSAND BOLÍVARES (Bs.10,000.00)** each one of them, that add up to the amount of **FIFTY MILLION BOLÍVARES (Bs.50.000.000,00)**;-----

DORIS AMELIA RODRÍGUEZ-LAMAS, has endorsed and paid for **TWO THOUSAND FIVE HUNDRED (2,500) shares**, of a nominal value of **TEN THOUSAND BOLÍVARES (Bs.10,000.00)** each one of them, that add up to the amount of **TWENTY FIVE MILLION BOLÍVARES (Bs.25,000,000.00)**; and-----

MARY LUZ FERNÁNDEZ-MÉNDEZ has endorsed and paid for **TWO THOUSAND FIVE HUNDRED (2,500) SHARES**, of a nominal value of **TEN THOUSAND BOLÍVARES (Bs.10,000.00)** each one of them, that add up to the amount of **TWENTY FIVE MILLION BOLÍVARES (Bs.25,000,000.00)**.-----

The aforementioned endorsed capital stock is evidenced in the bank deposit voucher marked with letter "A" is attached to these Articles of Incorporation.-----

FIFTH – The firm's shares give to the shareholders the same rights; each one of them represents a vote at Assemblies and their ownership will be proven through recording and declarations in the firm's Shareholders Book. The titles of shares may be issued for one or more shares and must be signed by **THREE (03) ADMINISTRATORS**.-----

SIXTH – In case of capital increase or assignment of shares, shareholders will have the benefit of preferential right to acquire or endorse them proportionally to the number of shares that they own.-----

In case of assignment, shareholders will exercise this right within a period of thirty (30) days, counted from the date of notice given by the assigner in writing, through the firm's Administrators, to those who have the benefit of this right in accordance with the value that they have per the last Balance.-----

Assignments that violate the former provisions are void and without any effect, being the shareholders that have the benefit of this right able to substitute the outsider within the following thirty (30) days following the recording of assignment declaration that might have been made in the Shareholders Book per the value that they have according to the last Balance.-----

SEVENTH – THREE (03) ADMINISTRATORS will be in charge of the firm's administration, who may or may not be Company shareholders; they will last two (2) years in their functions and may be reelected.-----

With regard to their performance, they must deposit two (02) shares in the firm's Treasury Account if they are shareholders, and if they are not, those who have proposed them for the positions must make the deposit for such shares, which will be encumbered in order to cover the responsibility of their performance.-----

EIGHTH – ADMINISTRATORS, acting jointly or separately, will have the firm's representation before judicial, national, state, municipal, administrative authorities and private and juridical persons, be the latter of public or private law, with full faculties to represent, commit and effect all actions of administration and disposal within the limits established in these By-Laws.-----

In their relationship with third parties they may enter into any kind of contract, whatever their nature may be, that do not require the Assembly's authorization and consequently will have the following attributions:-----

- 1) Purchase, sell, exchange, pledge and encumber furniture and real estate;
- 2) Give and receive money on a loan basis, setting periods and establishing conditions, grant settlements, waiting periods and discharges;-----

- 3) Open, operate and close current accounts or those of any other nature; release, accept, endorse letters of exchange, promissory notes and any other exchange effects;-----
- 4) Contract and layoff employees, establishing their salaries, special remunerations and working conditions;-----
- 5) Grant and sign any kind of public and private documents and business papers;-----
- 6) Confer and revoke in the firm's name special or general powers, with authority of disposal or those that exceed the simple handling of the process, such as give way to, desist the action or the procedure, settle in suits and any other authority that implies disposal or responsibility;-----
- 7) Collect and order the judicial and extrajudicial collection of debts that there might be in favor of the firm;-----
- 8) Resolve on the destination that must be given to guarantee funds and propose to the Assembly the creation of any reserve or precautionary fund;
- 9) Instruct that dividends be delivered to shareholders that pertain to them, once the Balance has been approved by the Assembly and the date of delivery has been set;-----
- 10) Formulate and direct the firm's working plans, in line with its purposes; consider and execute investment budgets and expenses approved by the Assembly;-----
- 11) Prepare and present the Annual Report, the one pertaining to the General Balance of Accounts and Profit and Loss Statement;-----
- 12) Summon Shareholders' Assemblies;-----
- 13) Comply with the Agreements and Resolutions that are emitted by the Assembly.-----

NINTH – Assemblies are Ordinary or Extraordinary. Ordinary ones will be held within three (3) months following the termination of each business year at the firm's headquarters and on the day and hour spelled out in the summons. Extraordinary ones may be summoned at any time whenever it is so decided by any of the

Administrators or when requested by a number of shareholders representing at least twenty percent (20%) of the capital stock.-----

TENTH – Ordinary or Extraordinary Assemblies will be summoned with at least five (5) consecutive days in advance through fax, telegram, correspondence or press publication in newspapers of circulation, indicating the purpose, date, hour and place of the meeting.-----

In case of the first three (3) medias to summon, they will be effected at the address that in writing has been supplied by the shareholder for such a purpose. However, this formality can be waived at any time and declare the Assembly incorporated if the total capital stock is meeting or represented.-----

ELEVENTH – For all matters, -- including those mentioned in Article 280 of the Code of Commerce -- the presence of shareholders that represent more than half of the capital stock will be required and the Agreements and Resolutions will be adopted by simple majority of votes.-----

Validly incorporated Shareholders Assembly Agreements and Resolutions will be mandatory either for those in attendance as well as absent persons. Shareholders that might not be able to personally attend will have the right to be represented by proxies through a simple letter of empowerment.-----

TWELFTH – Minutes will be drawn up for each session, redacted and signed by all those in attendance during a recess agreed to such an effect, stating in them the number of shareholders in attendance as well as the assets that they represent and the Decisions, Agreements and Resolutions that have been adopted.-----

THIRTEENTH – The General Ordinary Assembly has the following attributions:-----

- 1) Consider, modify, reject or approve the Balance and Accounts presented by the ADMINISTRATORS, based on the Statutory Auditor's report;-----
- 2) Appoint the Administrators and the Statutory Auditor, establishing their salaries and remunerations;-----
- 3) Agree to the creation of special sections for reserves, guarantees and any other purpose;-----
- 4) Decree the firm's dividends and agree on their payment and -----

I, GLORIA WILLIAMS SKINNER, a Venezuelan citizen, of lawful age, holder of (Venezuelan) Identity Card N°751.382, a Certified Public Interpreter of the REPUBLIC OF VENEZUELA for the **English language**, as originally stated in the Venezuelan Official Gazette N°22.938 of June 7, 1949 under N°34 (confirmed by the Office of Public Interpreters of Ministry of the People's Power for Interior and Justice of the Bolivarian Republic of Venezuela, telephone +58 212-506-1625 / 1111), registered at the Third Court of Parishes of the Judicial District of the Federal District and the State of Miranda in VENEZUELA on August 13, 1963, HEREBY CERTIFY: that the attached documents and their annexes written in Spanish were presented to me to be translated into English, being the following a true and faithful version thereof:-----

Annex 1 to Documents -- (Public Interpreter's note -- Heading: At the top left hand side there is a printed logo that contains this text: "Ministry of the People's Power for Interior Relations and Justice", below which the following appears: "Ministry of the People's Power for Interior Relations and Justice. Bolivarian Republic of Venezuela. Registries and Notaryships Autonomous Service".)-----

(Stated at the top right hand side: "Date issued: February 18, 2011 - 200th and 151st. Procedure Number: 314.2011.1.3634".)-----

"This PUB (abbreviation that means: "Sole Banking Bill") has an effectiveness of thirty (30) continuous days to be cancelled counted from the date of its issuance; once the respective cancellation is made, there is an effectiveness of sixty (60) non-extensive days to present the document. The PUB is void after these periods have expired and a new PUB must be issued to undertake the process and the corresponding amount must be cancelled again".-----

(A logo that says "SAREN" (abbreviation that means: "Registries and Notaryships Autonomous Service") appears at the top right hand side, below which the full name of the abbreviation is shown.)-----

"SOLE BANKING BILL -- Bill N°31400022238. Kind of Procedure: **CERTIFIED PHOTOSTATIC COPY**. Petitioner's Name and Surname: Paula Alejandra Costanzo-Muñoz. Petitioner's I.D./RIF (abbreviation that means: "Fiscal Information Registration")/Passport: 17.316.884. Depositor's Name and Surname:

- 5) Know about any other matter that the By-Laws determine or that have been especially submitted to the Assembly.-----

FOURTEENTH – The Shareholders Ordinary Assembly will elect one (1) Statutory Auditor who will last two (2) years in his/her functions, he/she may be reelected and in addition to those indicated in the Code of Commerce, will have the following attributions:-----

- a) Examine the financial statements and accounting books;-----
- b) Sign together with the ADMINISTRATORS the Annual Balances if they find them correct, giving account to the Assembly of any mistakes that might be observed.-----

FIFTEENTH – The firm's first business year will begin on the date of the firm's recording in the Registry and will end on December 31, 2006. After the first business year has ended, the business year will start on January 1, 2007 and end on December 31, 2007 and successively thereafter.-----

SIXTEENTH – On December 31 of each calendar year accounts will be liquidated and closed out and a Balance or General Comparison Statement will be created, with the determinations of profits or losses in the business year, irregardless of the fact that other balances are effected in conformity with stipulations of the Code of Commerce.-----

SEVENTEENTH – Once the General Balance has been verified on the status of the business, liquid profits will be distributed in this manner:-----

- a) Five percent (5%) for the Legal Reserve Fund until ten percent (10%) of the capital stock is achieved;-----
- b) The remaining profit will be distributed among the shareholders as dividends on the date and opportunity that the Assembly establishes, irregardless of the fact that the Shareholders' Assembly agrees to the creation of other funds, in which case the rest will be distributed, unless it is agreed that all of it will be allocate to other purposes.-----

EIGHTEENTH – The firm will be abide itself by the Code of Commerce provisions for all matters not provided for in these By-Laws.-----

NINETEENTH – To fill the positions, shareholders **RAFAEL ALBERTO BRACHO –MOLINA, DORIS AMELIA RODRÍGUEZ-LAMAS** and **MARY LUZ FERNÁNDEZ-MÉNDEZ**, fully identified, were unanimously elected, as well as the **STATUTORY AUDITOR**, citizen **CLARA CHIRINOS-CAMPOS**, with (Venezuelan) personal Identity Card N°V-6.553.037, an Associated Certified Public Accountant registered in the C.P.A. (abbreviation that means: “Association of Public Accountants”) under N°14.371, domiciled in Valencia. Letter of acceptance, identified with letter “B” is attached.-----

Citizen **GUSTAVO BOADA-CHACÓN**, a Venezuelan of lawful age, holder of (Venezuelan) personal Identity Card N°V-10.292.604, an attorney-at-law, registered in INPREABOGADO under N°67.420, of this domicile, remains authorized to carry out all legal processing actions of the firm, as well as the presentation, recording and publication. So we say and sign in Valencia, State of Carabobo, today -- day, month and year of the respective note. (Three illegible signatures appear at the foot of this paragraph.)-----

...///...

(“A” is the aforementioned deposit made at the bank.)-----

...///...

(“B” – Heading:) **“FIRST MERCANTILE REGISTRY OF THE JUDICIAL DISTRICT OF THE STATE OF CARABOBO”**.-----

“SEEN THE FORMER REQUEST. THE ACCOUNTING BOOKS OF THE FIRM **RAPIDTRUCKS C. A.** STAMPING HAS BEEN AGREED. ADD THIS WRIT TO THE CORRESPONDING DOSSIER. VALENCIA, September 13, 2006. (illegible signature) Dr. **ELIZABETH BLANCO-AGUIRRE**, **FIRST MERCANTILE SUBSTITUTE REGISTRAR OF THE STATE OF CARABOBO**”.-----

...///...

Annex 6 to Documents – (illegible signature, “**MARÍA DE JESÚS PARRA**, I.P.S.A. 95773 (abbreviation that means: “Lawyers Institute of Social Welfare”), Attorney-at-law”, is placed at the top left hand side. illegible initial, “Horacio Zavarce, Reviewing Attorney, February 21, 2007” is stated at the top right hand side, and at the top middle “Volume 13-A, N°25” appears.)-----

"Citizen First Mercantile Registrar of the Judicial District of the State of Carabobo,
His Office.-----

I, MARÍA DE JESÚS PARRA, a Venezuelan of lawful age, single, holder of
(Venezuelan) personal Identity Card number V-7.100.609, attorney-at-law,
registered in INPREABOGADO (abbreviation that means: "Lawyers Institute of
Social Welfare") under N°95.773, of this domicile, sufficiently authorized for this
action according to the Minutes of the SHAREHOLDERS' EXTRAORDINARY
ASSEMBLY held on January 22, 2007, of the mercantile firm "**RAPIDTRUCKS,
C.A.**" recorded in this Registry Office on August 11, 2006 under N°48 of Volume
73-A, before you with due respect appear and state:-----

I request instructing the legal recording and posting of the SHAREHOLDERS'
EXTRAORDINARY ASSEMBLY MINUTES of the business firm "**RAPIDTRUCKS,
C.A.**", held on January 22, 2007, where modifications to the FIRST and SECOND
Clauses of the Articles of Incorporation were approved, and I am also requesting
that I be issued a certified copy for publication. In Valencia -- today -- day, month
and year of the presentation note. (illegible signature)". ("DATE OF ENTRY:
February 15, 2007. RIGHTS 227.297.28. GRANTED: 2210407. HOUR: 14.22.
BILL 427616". illegible signature, is stated, at the right hand side of which
Venezuelan fiscal stamps are shown.)-----

...///...

Annex 7 to Documents -- "(coat of arms) MINISTRY OF THE PEOPLE'S POWER
OR INTERIOR RELATIONS AND JUSTICE. FIRST MERCANTILE REGISTRY of
the Judicial District of the State of Carabobo"-----

"Valencia, February twenty three (23), two thousand seven -- 196th and 148th.
Presented the former communication by its SIGNER for its recording in the First
Mercantile Registry, Posting and Publication, do so in conformity. Add the
respective dossier to the attached exhibits. Issue the publication copy.-----

The former document redacted by ATTORNEY-AT-LAW MARÍA DE JESÚS
PARRA is recorded in the Registry of Commerce under N°25, Volume 13-A. Rights
paid Bs.227,297.28+18,816.00 according to Bill 427616-427617 SENIAT

(abbreviation that means: "National Integrated Service for the Administration of Customs Duties and Taxes") N° 0109161 for Bs.124,185.60.-----
Identification was made thus: MARÍA DE JESÚS PARRA, I.D. No 7.100.609.-----
INS. OSGLA FRANCO. This page pertains to RAPIDTRUCKS C.A. THE FIRST
MERCANTILE REGISTRAR (SIGNED) EDGARD R. AMELIACH L." (The seal of
the First Mercantile Registry is placed below the latter identification.)-----

...///...

DOCUMENT 2 – ("Horacio Zavarce, Reviewing Attorney" is stated at the top right
hand side).-----

"I, **RAFAEL ALBERTO BRACHO-MOLINA**, a Venezuelan of lawful age, holder of
(Venezuelan) personal Identity Card N°1.666.762, of this domicile, in my position of
Administrator of the mercantile firm "**RAPIDTRUCKS C.A.**", CERTIFY that these
minutes are a faithful and exact copy of its original, which is of the following text:----

**"SHAREHOLDERS' EXTRAORDINARY GENERAL ASSEMBLY OF
"RAPIDTRUCKS C.A."**-----

Today, Monday, January twenty two (22), 2007, at ten o'clock (10:00 a.m.)
shareholders **RAFAEL ALBERTO BRACHO-MOLINA, DORIS AMELIA
RODRÍGUEZ-LAMAS** and **MARY LUZ FERNÁNDEZ MÉNDEZ** -- holders of
(Venezuelan) personal Identity Cards **V-1.666.762, V-6.827.670** and **V-11.036.414**
respectively. who are domiciled in Valencia -- met at the social headquarters of the
firm, located in Avenida Prolongación Michelena, Centro Comercial Atlas, Local 1-
B in the city of Valencia -- the first person mentioned being the owner of **FIVE
THOUSAND (5,000)** shares, and **TWO THOUSAND FIVE HUNDRED (2,500)**
shares each one of the other two persons, who represent all or **ONE HUNDRED
PERCENT (100%)** of the firm's capital stock, being therefore summons
unnecessary -- and they decided to incorporate in a Shareholders' Extraordinary
General Assembly prior verification of the regulatory quorum and the ownership of
Shares in the Shareholders' Book, under the direction of partner **RAFAEL
ALBERTO BRACHO-MOLINA** in his position of Administrator, in order to deal
with the following:-----

ORDER OF THE DAY – **FIRST:** CORRECTION OR CLARIFICATION OF THE FIRM's FISCAL DOMICILE.-----

SECOND: EXTENSION OF THE SOCIAL PURPOSE, and -----
MODIFICATION OF THE SECOND CLAUSE OF THE ARTICLES OF INCORPORATION – BY-LAWS OF THE FIRM.-----

Following, THE ORDER OF THE DAY was submitted to the consideration of the Assembly, which was unanimously approved.-----

Immediately thereafter THE FIRST POINT OF THE ORDER was brought up and the Assembly agreed to clarify the number of the premises where the firm operates; consequently, the reform of the FIRST Clause of the By-laws thereby being redacted in the following manner:-----

FIRST: The firm will be named **RAPIDTRUCKS, C.A.**, its domicile will be Avenida Prolongación Michelena, 76-350, Urbanización Michelena, Centro Comercial ATLAS, Módulo B, local 1-B, Valencia, Estado Carabobo, but it may establish branches, agencies and offices in any other place of the Republic or abroad when it is so decided by the Shareholders General Assembly.-----

Thereupon the SECOND and LAST POINT OF THE ORDER OF THE DAY was brought up – Immediately the Assembly unanimously agreed to extend the social purpose of the firm and added the possibility of undertaking imports and exports, reason for which the SECOND Clause of the By-Laws was modified, remaining with the following text:-----

SECOND – The social purpose is the purchase, sale, distribution, import, export and supply of equipment, machinery, tools and spare parts for the construction industry and in general any other action of licit commerce mandatory to achieve the proposed purposes related with its main purpose.-----

Shareholder **RAFAEL ALBERTO BRACHO-MOLINA** is sufficiently authorized to certify these Minutes and the redacting attorney, **MARÍA DE JESÚS PARRA**, holder of (Venezuelan) personal Identity Card N°7.100.609, registered in INPREABOGADO under N°95.773, of this domicile, is also sufficiently authorized to carry out the corresponding processes at the Mercantile Registry, for the

purpose of presentation, insertion, publication and petition of a certified copy of these Shareholders Extraordinary General Assembly's Minutes.-----

Since there were no other matters to be discussed and having finalized the order of the day, the meeting was adjourned prior reading of these Minutes and the attendees sign as follow as proof of conformity with the text of the Minutes.-----

RAFAEL ALBERTO BRACHO-MOLINA (signed), **DORIS AMELIA RODRÍGUEZ-LAMAS** (signed), and **MARY LUZ FERNÁNDEZ-MÉNDEZ** (signed). This certification is issued in Valencia, on the eighth day of the month of". (illegible signature).-----

...///..

Annex 8 to Documents – "(illegible signature) Gustavo Boada-Chacón, I.P.S.A. 67420 (abbreviation that means: "Lawyers Social Welfare Institute") appears at the top left hand side and on the right "(illegible initial) José F. Jiménez, Reviewer". "Volume 90A N°50" is placed at the middle.)-----

"Citizen First Mercantile Registrar of the Judicial District of the State of Carabobo, His Office.-----

I, **GUSTAVO BOADA-CHACÓN**, a Venezuelan of lawful age, holder of (Venezuelan) personal Identity Card N° V-10.292.604, an attorney-at-law registered in INPREABOGADO under N°67.420, of this domicile, sufficiently authorized for this action per MINUTES OF THE SHAREHOLDERS' EXTRAORDINARY ASSEMBLY held on March 22, 2007 of the business firm "**RAPIDTRUCKS, C.A.**", recorded in this Registry Office on August 11, 2006, under N°48 Volume 73-A, before you with due respect appear and state:-----

I request that you instruct the legal recording and posting of the SHAREHOLDERS' EXTRAORDINARY ASSEMBLY MINUTES of the business firm "**RAPIDTRUCKS, C.A.**" held on March 22, 2007: I also request that I be issued a certified copy of the minutes with the purpose of publication. In Valencia, today – day, month and year of the presentation note. (illegible signature).-----

(The following is placed at the foot of this Annex: "Entry Date: November 23, 2009. Rights 291,50. Granted: November 26, 2009. Hour 14:32. Bill 454315. Received by

(illegible signature)", at the right hand side of which a Venezuelan fiscal stamp is shown.)-----

...///...

Annex 9 to Documents – "(coat of arms appearing at the top middle). **MINISTRY OF THE PEOPLE'S POWER FOR INTERIOR RELATIONS AND JUSTICE. FIRST MERCANTILE REGISTRY** of the Judicial District of the State of Carabobo.-----

Valencia, December nine (9), two thousand NINE 199th and 150th. Presented the former communication by its **SIGNER** for its recording in the First **MERCANTILE Registry, Posting and Publication**, do so in conformity. Add this to the respective dossier together with the attached exhibits. Issue the Publication copy.-----

The former document was redacted by **ATTORNEY-AT-LAW GUSTAVO BOADA** is recorded in the Registry of Commerce under N°50, **VOLUME 90-A**. Rights paid Bs.291.50 per Bill 454315. **GOVERNMENT OF CARABOBO F-01 163622** for Bs.192.50."-----

"Identification was made thus: **GUSTAVO BOADA-CHACÓN, I.D. V-10.292.604. INS. BY M. LANETTI. GRANTED BY: (no information).**-----

This page pertains to **RAPIDTRUCKS, C. A. THE FIRST MERCANTILE REGISTRAR (SIGNED) DARWIN E. GIRAUD-PORRELLO.**"-----

...///...

DOCUMENT 3 -- (The following appear at the top left hand side "(illegible signature) Gustavo Boada-Chacón, I.P.S.A. 67420, Attorney-at-law" and at the right: "José F. Jiménez, Reviewer" upon which there is an illegible signature. The identifications appear throughout the documentation.)-----

"I, **RAFAEL ALBERTO BRACHO-MOLINA**, a Venezuelan of lawful age, married, holder of (Venezuelan) personal Identity Card N°**V-1.666.762**, of this domicile, in my position of Administrator of the business firm "**RAPIDTRUCKS C.A.**", **CERTIFY** that these minutes are a faithful and exact copy of the original, which is of the following text:-----

"SHAREHOLDERS' EXTRAORDINARY GENERAL ASSEMBLY MINUTES OF RAPIDTRUCKS C.A.". -----

"Today, March twenty two (22), 2007, at ten o'clock a.m. (10:00 a.m.) shareholders **RAFAEL ALBERTO BRACHO-MOLINA, DORIS AMELIA RODRÍGUEZ –LAMAS** and **MARY LUZ FERNÁNDEZ-MÉNDEZ**, holders of (Venezuelan) personal Identity Cards numbers **V-1.666.762, V-6.827.670** and **V-11.036.414**, the first and the third persons mentioned are married and the second one is single, domiciled in Valencia – the first shareholder owns **FIVE THOUSAND (5,000) shares** and the other two shareholders own **TWO THOUSAND FIVE HUNDRED (2,500) shares** each of them – met at the headquarters of the Firm, located in Avenida Prolongación Michelena, Centro Comercial Atlas, local 1-B of this city of Valencia.- **ANTONIA BEATRIZ DÍAZ-CÉSPEDES** – a Venezuelan, married, of lawful age, holder of (Venezuelan) Identity Card number **V-2.868.181**, of this domicile – was also attending as a guest; since the total capital stock, or **ONE HUNDRED PERCENT (100%)**, was incorporated, summons were not necessary and therefore the abovementioned persons decided to hold a Shareholders' Extraordinary General Assembly, prior verification of the regulatory quorum and the ownership of Shares in the Shareholders Book, under the direction of partner **RAFAEL ALBERTO BRACHO-MOLINA** in his position of Administrator, in order to deal with the following ORDER OF THE DAY:-----

FIRST: SALE OF SHARES OF PARTNER **RAFAEL ALBERTO BRACHO-MOLINA**, a Venezuelan of lawful age, married, holder of (Venezuelan) personal Identity Card N°V-1.666.762, of this domicile.-----

SECOND: MODIFICATION OF THE SEVENTH CLAUSE OF THE FIRM'S BY-LAWS;-----

THIRD: APPOINTMENT AND/OR RATIFICATION OF THE BOARD OF DIRECTORS.-----

Following, THE ORDER OF THE DAY submitted to the Assembly's consideration, was unanimously approved.-----

Immediately, THE FIRST POINT OF THE ORDER was brought up and partner **RAFAEL ALBERTO BRACHO-MOLINA**, took the floor to OFFER ON SALE TO THE ATTENDEES HIS **FIVE THOUSAND (5,000) shares** that he has undersigned and paid for, of a nominative value of **TEN BOLÍVARES (Bs.10,00)** each one – in

other words, for the amount of **FIFTY THOUSAND BOLÍVARES (Bs.50,000.00)**; with reference to the former offer, partner **MARY LUZ FERNÁNDEZ-MÉNDEZ** stated that she was not interested in acquiring the shares – in other words, that she will not exercise the preferential right, and in view of this partner **DORIS AMELIA RODRÍGUEZ-LAMAS** stated that she accepts the offer and consequently pays the selling partner – in other words, to **RAFAEL ALBERTO BRACHO-MOLINA** -- the amount of **FIFTY THOUSAND BOLÍVARES (Bs.50,000.00)** for the purchase of **FIVE THOUSAND (5,000)** shares that he had endorsed and paid for, at a nominative value of **TEN BOLÍVARES (Bs.10.00)** each one of them. The selling partner declares that he has herein received the mentioned amount in cash to his entire satisfaction, reason for which he transfers to the buyer the ownership of the shares sold through his transfer in the Shareholders Book.-----

ANTONIA BEATRIZ DÍAZ-CÉSPEDES, in her status of spouse of **RAFAEL ALBERTO BRACHO-MOLINA**, declares that she authorizes the sale of her spouse's shares.-----

Immediately, the Assembly agrees that as a consequence of the partner's sale of shares, it is necessary to modify the Fourth Clause of the Articles of Incorporation - By-Laws to the following text:-----

"The firm's capital stock is **ONE HUNDRED THOUSAND BOLÍVARES (Bs.100,000.00)**, divided into **TEN THOUSAND (10,000)** nominative shares, non-convertible to the holder, of a nominal value of **TEN BOLÍVARES (Bs.10.00)** each one of them, which were totally endorsed and paid by the shareholders as follows: **DORIS AMELIA RODRÍGUEZ-LAMAS** has endorsed and paid for **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares, of a nominal value of **TEN BOLÍVARES (Bs.10.00)** each one of them, that add up to the amount of **SEVENTY FIVE THOUSAND BOLÍVARES (Bs.75,000.00)**; and ----- **MARY LUZ FERNÁNDEZ-MÉNDEZ** has endorsed and paid for **TWO THOUSAND FIVE HUNDRED (2,500)** shares, of a nominal value of **TEN BOLÍVARES (Bs.10.00)** each one of them that add up to the amount of **TWENTY FIVE THOUSAND BOLÍVARES (Bs.25,000.00)**."-----

Thereafter, the SECOND POINT OF THE ORDER OF THE DAY was brought up and the Assembly unanimously agreed the Seventh Clause of the By-Laws, which will have the following redaction:-----

"SEVENTH – Two (02) ADMINISTRATORS will be in charge of the firm's administration, who may be or not Company shareholders; they will last five (05) years in their functions and may be reelected.-----

They must deposit two (2) shares in the firm's Treasury account if they are shareholders and if they are not, whoever proposed them for the positions must deposit said shares, which will be encumbered to cover the responsibility of their performance."-----

Immediately the THIRD AND LAST POINT OF THE ORDER OF THE DAY was brought up. The Assembly immediately and unanimously ratifies the members of the Board of Directors; consequently, shareholders **DORIS AMELIA RODRÍGUEZ-LAMAS** and **MARY LUZ FERNÁNDEZ-MÉNDEZ** are appointed as ADMINISTRATORS; to such effect, actions that they had undertaken after the expiry of their positions are ratified.-----

Partner **DORIS AMELIA RODRÍGUEZ-LAMAS** is sufficiently authorized to certify these Minutes and Attorney-at-Law **GUSTAVO BOADA-CHACÓN**, holder of (Venezuelan) personal Identity Card V-10.292.604, registered in INPREABOGADO under N°67.42, of this domicile, is also sufficiently authorized to undertake the corresponding processes at the Mercantile Registry, with the purpose of presentation, insertion, publication and petition of a certified copy of the Minutes of this Shareholders' Extraordinary General Assembly.-----

Since there were no other points to be dealt with and having finalized the order of the day, the meeting was adjourned prior the reading of these Minutes and the attendees signed as follows as a sign of conformity of the minutes.-----

RAFAEL ALBERTO BRACHO-MOLINA (signed); **DORIS AMELIA RODRÍGUEZ-LAMAS** (signed); **ANTONIA BEATRIZ DÍAZ-CÉSPEDES**; (signed) and **MARY LUZ FERNÁNDEZ-MÉNDEZ** (signed). This certification is issued in Valencia, on July eight, two thousand nine (2009)." (Three illegible signatures appear below the text.)-----

...///...

Annex 10 to Documents – “(coat of arms) BOLIVARIAN REPUBLIC OF VENEZUELA.-----

***** MINISTRY OF THE PEOPLE'S POWER FOR INTERIOR RELATIONS AND JUSTICE. *****-----

REGISTRIES AND NOTARYSHIPS AUTONOMOUS SERVICE.-----

FIRST MERCANTILE REGISTRY OF THE STATE OF CARABOBO.-----

RM N° 314 / 200th and 152nd-----

Valencia Municipality, February 24, 2011.-----

Received on this very date twelve (12) used sheets. Add the request to the firm's dossier. Issue the certified copies with insertion of this writ. Duties were cancelled per Receipt Number 31400022238.-----

The undersigned acknowledges that the former Photostatic Certified Copy is a faithful and exact copy inserted in dossier number S/N, which was cancelled per bill RM N°314.2011.1.3634. (illegible signature) Mercantile Registrar, Attorney DARWIN E. GIRAUD P., Dr. Darwin E. Giraud-Porello, First Mercantile Registrar of the State of Carabobo”. (The round shaped wet seal of the First Mercantile Registry is placed at the left hand side of the identification.)-----

“THIS PAGE PERTAINS TO RAPIDTRUCKS C.A. Dossier Number S/N.”.-----

...///...

I again certify that the above is a true and faithful version in English of the attached documents and their annexes written in Spanish, that I have translated at the request of the interested party in Valencia, State of Carabobo, Venezuela, on February 24, 2011.

Public Interpreter – Telph.+58 241 8257934

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 AUG - 8 PM 1:12

APPROVED
AND
FILED