F11000003444

(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:

MD 8/25

Office Use Only

600210327396

08/15/11--01030--009 **78.75

11 AUG 24 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K 08/25/11

W11-42806

RECEIVED
11 AUG 24 AM 11:52
DIVISION OF CORPORATIONS

FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 16, 2011

NAYARIT BRICENO
3600 RED ROAD, STE 301
MIRAMAR, FL 33025

SUBJECT: DISTRIBUIDORA OGASTRO, CORP
Ref. Number: W11000042806

We have received your document for DISTRIBUIDORA OGASTRO, CORP and your check(s) totaling $78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

The Capacity/Title presented on Line #14 does not match the listed Capacity/Title from Line #12.

The certificate of existence must be issued within the last 90 days by the Secretary of State which has custody of the records in the jurisdiction under the laws of which the above listed entity is incorporated/organized.

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) 245-6949.

Thomas Chang
Regulatory Specialist II
New Filing Section

Letter Number: 511A00019221

Note: Corrected Items name in the letter.

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Distribuidora Ogastro, 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, Ste 301
Address

Miramar, Florida 33025
City/State and Zip code

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

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
- ☑ $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. Distribuidora Ogastro, 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. 90-0750141
(FEI number, if applicable)

4. 02/18/2011
(Date of incorporation)

5. Fifty (50) Years
(Duration: Year corp. will cease to exist or "perpetual")

6. 02/18/11
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 19341 Stonebrook Street, Weston, Florida 33332
(Principal office address)

19341 Stonebrook Street, Weston, Florida 33332
(Current mailing address)

8. Wholesale and Retail purchase, sell, import, export of medical equipment & supplies
(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: Nayarit Briceno/ BW&T Business Advisers, Inc

Office Address: 3600 Red Road, Ste 301

Miramar, Florida 33025
(City) (Zip code)

11 AUG 24 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Director ~~Chairman~~: Humberto Jose Rios Visconti

Address: 19341 Stonebrook Street, Weston, FL 33332

Vice Chairman: Marcos Martin

Address: 19341 Stonebrook Street, Weston, FL 33332

Director: __________

Address: __________

Director: __________

Address: __________

11 AUG 24

TALLAHASSEE, FLORIDA

B. OFFICERS

President: __________

Address: __________

Vice President: __________

Address: __________

Secretary: __________

Address: __________

Treasurer: Maholy Andreina Alvarez Martin

Address: 19341 Stonebrook Street, Weston, FL 33332

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. Humberto Jose Rios Visconti (Director)

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

Aleksayda P. ...
PUBLIC INTERPRETER
VENEZUELA

BOLIVARIAN REPUBLIC OF VENEZUELA
MINISTRY OF THE PEOPLE'S POWER FOR INTERNAL AFFAIRS AND JUSTICE

AUTONOMOUS SERVICE OF REGISTRIES
AND NOTARIES
FIFTH COMMERCIAL REGISTRY
OF THE CAPITAL DISTRICT

RM No. 224
200 & 151

11 AUG 24 PM 3:38
TALLAHASSEE, FLORIDA

Libertador Municipality, February 18th., 2011.

The foregoing notification having been filed and all the legal requirements having been met, let it be inscribed in the Commercial Registry together with the document filed, let the pertinent entry be posted and published, the case file be created and let the original be filed together with the copy of the By-laws and other accompanying documents. Let the certified copy be issued together with the insertion of this writ for the purposes of publication. The foregoing document drawn-up by NATTY FABIOLA PALMERA PEREZ, Attorney, bearer of IPSA No. 64615, was inscribed in the Commercial Registry under Number 20, Volume 35-A V COMMERCIAL REGISTRY. Fees paid: Bs. 230.10, according to Voucher RM No. 22400082278, bank Deposit Slip No. 50118551, in the amount of Bs. 2,084.50. Identification was made as follows: EDNA MARINA MONROY GARZON, bearer of I.D. V-6238276.

Reviewing Attorney: Patricia Vaneska Ascanio Vasquez.

Signed: Gisela Rangel, Attorney (illegible), V Commercial Registrar. Impression of a round ink seal with a coat of arms in the center that reads: BOLIVARIAN REPUBLIC OF VENEZUELA – MINISTRY OF THE INTERIOR AND JUSTICE – CAPITAL DISTRICT – STATE OF MIRANDA – V COMMERCIAL REGISTRY.

This page pertains to:
DISTRIBUIDORA OGASTRO, C.A.
Case File Number: 224-9280

PUBLIC INTERPRETER
VENEZUELA

(illegible signature)
Natty Palmera Perez, Attorney
I.P.S.A. 64615

We, **MARCOS MARTIN** and **HUMBERTO JOSE RIOS VISCONTI**, Venezuelan citizens, single, of legal age, of this domicile and bearers of Identity Documents Nos. 11311316 and V-6183412, hereby declare: That we have agreed to constitute as in effect we constitute, a Stock Company that will be governed by this Document of Incorporation, written ample enough to also serve as its By-laws, under the following terms:

FIRST CHAPTER

NAME, DOMICILE, PURPOSE AND DURATION

FIRST CLAUSE: The name of the Company will be **"DISTRIBUIDORA OGASTRO, C.A."**..

SECOND CLAUSE: The domicile of the Company will be the City of Caracas, in Chacao Municipality, Urbanizacion La Castellana, Quinta IÑAKI, and it could establish branch offices and agencies within the territory of the Republic or abroad.

THIRD CLAUSE: The purpose of the company is the wholesale and retail purchase, sell, import, export, marketing and distribution of all kinds of medical equipment, spare parts and medical supplies in general, as well as all types of optical, hearing, audiological and orthopedic prosthesis and implants. It could also market and distribute wheel chairs, nebulizers, walkers, canes, beds, and other medical disposable supplies. Likewise, the Company could create departments and/or sections for the purchase, sell, import, export and distribution of all types of office supplies directly or indirectly related with its main purpose. The Company could participate in other companies with a similar purpose either as a direct shareholder, associated, in consortium partnerships, strategic associations or any other type of lawful association and at the same time it could engage in any legal trade activity related with its main purpose with the only limitations established by the Law, the regulations or resolutions in force.

FOURTH CLAUSE: The Company will have a duration of Fifty (50) years from the date of its inscription in the Commercial Registry and it could be extended or reduced by

Resolution of the Shareholders' Meeting.

SECOND CHAPTER

OF THE CAPITAL AND THE SHARES

FIFTH CLAUSE: The Share Capital of the Company is **BOLIVARS TWO HUNDRED THOUSAND (Bs, 200,000.00)**, divided by **two thousand (2,000)** nominative shares of **BOLIVARS ONE HUNDRED (Bs. 100.00)** each and it confers its holders equal rights. Said shares have been subscribed by the shareholders in the following manner: **MARCOS MARTIN,** has subscribed **ONE THOUSAND (1,000)** shares to the value of **BOLIVARS ONE HUNDRED THOUSAND (Bs. 100,000.00)**; and **HUMBERTO JOSE RIOS VISCONTI,** has subscribed **ONE THOUSAND (1,000)** shares to the value of **BOLIVARS ONE HUNDRED THOUSAND (Bs. 100,000.00).** The subscribed capital has been paid by one hundred percent (100%) in an Inventory of Property provided by the shareholders and that has been attached herewith.

SIXTH CLAUSE: The Company shareholders will always have the preferential right for the acquisition of shares put up for sale regarding third parties. Third parties could freely purchase the shares if the shareholders do not express in writing their intention of acquiring them or if the refusal to purchase them is recorded in the Minutes of the Meeting.

THIRD CHAPTER

OF THE MEETINGS

SEVENTH CLAUSE: The General Regular or Special Shareholders' Meetings legally constituted, represent the entities with the supreme power of authority within the Company and their decisions will be compulsory for all shareholders.

EIGHTH CLAUSE: In all aspects related with the General Shareholders' Meetings, such as: calling of meetings, quorum, decisions and other acts, the clauses in this Document of Incorporation will be applied and in matters that are not provided hereunder, the provisions in the Commercial Code on this matter will be applied.

The calling of meetings will be made by the Directors. For the validity and legality of a Meeting (quorum) and the decisions adopted in the same, the attendance and the affirmative vote of a number of shareholders representing at least Seventy Five percent (75%) of the Share Capital of the Company will be required.

NINTH CLAUSE: The Regular Shareholders' Meetings will meet once per year within the Sixty (60) days following the close of the Fiscal Year and the Special Shareholders' Meetings, will meet whenever the interests of the Company may so require.

TENTH CLAUSE: The General Shareholders' Meetings will have the following powers:

A) To designate the Administrators and Inspectors of Accounts.

B) To agree on the creation of funds and special sections for reserves, guarantees and special funds.

C) To discuss, approve, modify and object to the annual Balance Sheet of the accounts with a view in the Report of the Inspector of Accounts.

D) To declare the dividends of the company by the liquid and collected profit.

E) To discuss and solve any other matter submitted to its consideration.

11 AUG 24 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOURTH CHAPTER

OF THE ADMINISTRATION

ELEVENTH CLAUSE: The Company will be administered by Two (2) Director who could be company shareholders or not and who will last for Ten (10) years in their posts and could be re-elected until they are replaced by the Shareholders' Meeting. Before the Directors begin their duties, they should deposit Five (5) nominative shares in the Company Treasury Fund for the purposes provided in Article 244of the Commercial Code in force.

TWELFTH CLAUSE: The Directors of the Company, acting jointly or separately, will have the following powers:

A) The legal representation of the company before any natural or artificial public or private person.

B) The designation of special or judicial attorneys-in-fact with powers to confer all the adjective and substantive powers that could be delegated as a mandate.

C(To purchase, sell, assign, transfer and rent real and personal property.

D) To convene Regular and Special Shareholders' Meetings.

Aleksayda P. Markowic
PUBLIC INTERPRETER
VENEZUELA

E) To constitute and cancel pledges, bonds and mortgages. To enter into any administration and disposition contracts with third parties and they could sign any book, volume or protocol required, with any Registrar, Notary Public, Judge.

F) To accept, draw, endorse, guarantee and protest letters of credit, checks and other credit instruments.

G) To open, move and cancel bank accounts. To freely carry out any financial operation with banks and other credit institutions, with all the powers of disposition and without any limitation whatsoever.

H) To enter into contracts with customers and suppliers during the regular daily company activities.

FIFTH CHAPTER

OF THE INSPECTOR OF ACCOUNTS

THIRTEENTH CLAUSE: The Company will have an Inspector of Accounts who will exercise his duties for Three (3) years and could be re-elected until they are replaced by the Shareholders' Meeting in accordance with the provisions set forth in the Commercial Code.

SIXTH CHAPTER

OF THE FISCAL YEAR, SECTIONS AND DIVIDENDS

FOURTEENTH CLAUSE: The fiscal year of the Company will begin on the first day of January and will end on the last day of December of each year, except for the first fiscal year that will begin on the day of inscription of this Document of Incorporation in the pertinent Commercial Registry and will end on December 31st., 2011.

FIFTEENTH CLAUSE: Every year, Five percent (5%) of the liquid benefits that the Company obtains at the end of each fiscal year, will be set aside to create a reserve fund that will reach Twenty percent (20%) of the Share Capital. The General Shareholders' Meeting could agree on establishing new sections. The remainder of the profits will be shared among the shareholders as dividends.

SEVENTH CHAPTER

APPOINTMENTS

<u>SIXTEENTH CLAUSE</u>: **MARCOS MARTIN** ad **HUMBERTO JOSE RIOS VISCONTI,** both Venezuelan citizens, of legal age, single, of this domicile and bearers of Identity Documents Nos. V-11311316 and V-6183412 were appointed as Directors. Lic. MAHOLY ANDREINA ALVAREZ MARTIN, bearer of Identity Document No. V-15131494 and registered with the Association of Certified Public Accountants of the State of Miranda under No. 73019, was appointed as Inspector of Accounts.

Citizen EDNA MONROY, of legal age, of this domicile and bearer of Identity Documents Nos. V-6239276, was sufficiently authorized to comply with the legal formalities of registration of this Document of Incorporation in the pertinent Commercial Registry. In Caracas, on the date of its presentation.

There appear two (illegible) signatures.

LIBERTADOR MUNICIPALITY, FEBRUARY 18th OF THE YEAR TWO THOUSAND AND ELEVEN. (signed) EDNA MARINA MONROY GARZON, GISELA RANGEL, Attorney. THIS CERTIFIED COPY IS ISSUED FOR PUBLICATION ACCORDING TO VOUCHER No. 224201114118.

Signed: GISELA RANGEL, Attorney (illegible), V Commercial Registrar. and publication.

There appear two (illegible) signatures.

Signed: Dr. Gisela Rangel (illegible), V Commercial Registrar. Impression of three round ink seals with a coat of arms in the center that reds: that read: BOLIVARIAN REPUBLIC OF VENEZUELA – MINISTRY OF THE PEOPLE'S POWER FOR INTERNAL AFFAIRS AND JUSTICE – CAPITAL DISTRICT AND STATE OF MIRANDA – V COMMERCIAL REGISTRY.

The foregoing is a true and exact translation of its original in the Spanish language, made by me at the request of the interested party.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal in Caracas, Venezuela, on the Fourteenth day of the month of March of the year two thousand and Eleven.

Signed: ALEKSAYDA P. MARKOWICZ
PUBLIC INTERPRETER

Aleksayda P. Markowicz
PUBLIC INTERPRETER
VENEZUELA

2011 AUG 24 PM 3:3?
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, ALEKSAYDA P. MARKOWICZ, bearer of identity document No. 4089350, a Public Interpreter of the Bolivarian Republic of Venezuela in the English/Spanish languages, as evidenced by License published in the Official Gazette No. 34375, dated December 26, 1989, which License was registered with the Main Office of Public Registry of the Federal District on December 01, 1989, under No. 541, Folio 228, Volume Four of the Main Protocol and recorded in the Court of First Instance in Civil Matters of the Judicial Circuit of the Federal District and State of Miranda on December 4, 1989, **UNDER OATH HEREBY CERTIFY:** that the attached document which has been submitted to me for translation, is a true English version thereof:---

Date of Issue: 02/14/2011. Years 199 & 151
Number of Procedure: 223.2011.1.4118
From the time the PUB is issued, it has a validity of thirty (30) continuous days for its payment; after the pertinent payment is made, it will have a validity of sixty (60) days that cannot be extended. After such period has expired, the PUB will be null and void and a new PUB should be issued in order to carry out the procedure and the pertinent amount should be paid again.

SAREN
Autonomous Service
of Registries and Notaries

BOLIVARIAN REPUBLIC OF VENEZUELA
MINISTRY OF THE PEOPLE'S POWER FOR INTERNAL AFFAIRS AND JUSTICE
AUTONOMOUS SERVICE OF REGISTRIES ND NOTARIES

PUB BANK DEPOSIT SLIP

Voucher Number 22400082278

Control Number: 023-4247-5770 (+)

Type of Proceeding:
INCORPORATION OF A STOCK COMPANY
Name and Surname of Applicant:
EDNA MARINA MONROY GARZON
ID/RIF/Passport of Applicant:
V-6239276
Name and Surname of person making the deposit:
Edna Monroy
ID/RIF/Passport of person making the deposit:
6239276
Signature of person making the deposit: (illegible)
Amount in letter: Bolivars Fuertes Two Hundred and Thirty and Ten Cents

11 AUG 24 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Aleksayda P. Markowicz
PUBLIC INTERPRETER
VENEZUELA

BOLIVARIAN REPUBLIC OF VENEZUELA

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

AUTONOMOUS SERVICE OF REGISTRIES
AND NOTARIES
FIFTH COMMERCIAL REGISTRY
OF THE CAPITAL DISTRICT

RM No. 224
200 & 151

GISELA RANGEL, Attorney, V Commercial Registrar

HEREBY CERTIFIES:

That the entry of the Commercial Registry transcribed herein below, which original was inscribed under Volume 35-A V COMMERCIAL REGISTRY, Number 20 of the year 2011, as well as the Notification, Note and Document copied herein, is a true transcript of their originals which read as follows:

There appear five round ink seals with a coat of arms in the center that read: BOLIVARIAN REPUBLIC OF VENEZUELA – MINISTRY OF THE INTERIOR AND JUSTICE – CAPITAL DISTRICT – STATE OF MIRANDA – V COMMERCIAL REGISTRY.

224 - 9280

11 AUG 24 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This page pertains to:
DISTRIBUIDORA OGASTRO, C.A.
Case File Number: 224-9280

Aleksayda P. Markowicz
PUBLIC INTERPRETER
VENEZUELA

Total Amount: Bs.F. 230.10

ONLY TO BE USED BY THE SAREN

Issuing Officer	Receiving Officer	Reviewing Officer	Registrar/Notary
(illegible signature)	2/15/11	2/15/2011 (illegible signature)	Dr. Gisela Rangel Commercial Registrar (illegible signature)

Impression of three round ink seals with a coat of arms in the center that read: BOLIVARIAN REPUBLIC OF VENEZUELA – MINISTRY OF THE INTERIOR AND JUSTICE – CAPITAL DISTRICT – STATE OF MIRANDA – V COMMERCIAL REGISTRY. Impression of a rectangular ink seal that reads: Banco del Tesoro C.A. – Banco Universal - Chuao – February 15, 2011.

REPÚBLICA BOLIVARIANA DE VENEZUELA

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

SERVICIO AUTÓNOMO DE REGISTROS Y NOTARÍAS.
REGISTRO MERCANTIL QUINTO DEL DISTRITO CAPITAL

RM No. 224
200° y 151°

Municipio Libertador, 18 de Febrero del Año 2011

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 NATTY FABIOLA PALMERA PEREZ IPSA N.: 64615, se inscribe en el Registro de Comercio bajo el Número: **20**, TOMO **-35-A REGISTRO MERCANTIL V**. Derechos pagados **BS: 230,10** Según Planilla RM No. **22400082278**, Banco No. **50118551** Por **BS: 2.084,50**. La identificación se efectuó así: **EDNA MARINA MONROY GARZON**, C.I: **V-6.239.276**.
Abogado Revisor: **PATRICIA VANESKA ASCANIO VASQUEZ**

REPUBLICA BOLIVARIANA DE VENEZUELA MINISTERIO DE INTERIOR Y JUSTICIA DISTRITO CAPITAL EDO. MIRANDA REGISTRO MERCANTIL V

Registrador Mercantil V
FDO. Abogado GISELA RANGEL

ESTA PÁGINA PERTENECE A:
DISTRIBUIDORA OGASTRO, C.A
Número de expediente: **224-9280**
CONST

11 AUG 24 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SAREN

SECRETARY OF STATE TALLAHASSEE, FLORIDA

11 AUG 24 PM 3:38

Abog: Natty Palmera Perez
I.P.S.A. 64.615

Nosotros, **MARCOS MARTIN y HUMBERTO JOSE RIOS VISCONTI.** venezolanos, solteros, mayores de edad. de este domicilio y titulares de la Cédulas de Identidad Nro. V-11.311.316 y **V- 6.183.412**; hemos convenido en constituir, como en efecto constituimos una Compañía Anónima que se regirá por el presente documento el cual ha sido redactado con suficiente amplitud para que sirva a la vez de Estatutos Sociales de la Compañía en los términos siguientes:

CAPITULO PRIMERO

DENOMINACIÓN, DOMICILIO, OBJETO Y DURACIÓN.

CLAUSULA PRIMERA: La Compañía se denominara **"DISTRIBUIDORA OGASTRO. C.A.."**

CLAUSULA SEGUNDA: El domicilio de la Compañía sera la Ciudad de Caracas, en el Municipio Chacao, Urbanización La Castellana Quinta IÑAKI, pudiendo establecer sucursales y agencias dentro del territorio de la República o en el exterior.

CLAUSULA TERCERA: La Compañía tendrá por objeto la compra, venta, importación, exportación, comercialización y distribución, al mayor y al detal de toda clase de equipos médicos, repuestos e insumos médicos en general. Así como todo tipo de prótesis e implantes, ya sean ópticos, auditivos, audiológicos , ortopédicos. También podrá comercializar y distribuir sillas de ruedas, nebulizadores, andaderas, bastones, camas médicas y demás insumos descartables: De igual manera la empresa podrá crear departamentos y/o secciones para la compra, venta, importación, exportación y distribución de todo tipo de artículos de oficina que se relacione directamente o indirectamente con su objeto principal. La empresa podrá participar en sociedades de similar o afín objeto con el carácter de accionista directa, asociada, consorciada múltiple, en asociación estratégica , o en cualquier tipo de licita asociación, pudiendo a la vez emprender cualquier actividad de licito comercio vinculada a su objeto principal, con las solas limitaciones establecidas en las leyes, reglamentos o resoluciones vigentes.

CLAUSULA CUARTA: La Compañía tendra una duracion de Cincuenta (50) años contados desde la fecha de inscripcion en el Registro Mercantil, lapso el cual podrá ser prorrogado o reducido por Resolución de la Asamblea de Accionistas.

CAPITULO SEGUNDO.

DEL CAPITAL Y LAS ACCIONES.

CLAUSULA QUINTA: El Capital Social de la Compañía es de **DOSCIENTOS MIL BOLÍVARES (Bs. 200.000,00)**, dividido en dos mil (2.000) acciones nominativas de **CIEN BOLÍVARES (Bs. 100,00)** cada una y confieren a sus titulares iguales derechos. Dichas acciones han sido suscritas por los accionistas de la siguiente manera: **MARCOS MARTIN,** ha suscrito **MIL (1.000) acciones** por un valor de **CIEN MIL BOLIVARES (Bs. 100.000,oo); y HUMBERTO JOSE RIOS VISCONTI** ha suscrito **MIL (1.000) acciones** por un valor de **CIEN MIL BOLIVARES (Bs. 100.000,oo).** El Capital suscrito ha sido cancelado en un cien por ciento (100%), en Inventario de Bienes aportados por los accionistas y que se anexa a este documento.

CLAUSULA SÉXTA: Los Accionistas de la compañía tendrán siempre el derecho de preferencia para la adquisición de las acciones puestas en venta con respecto a terceras personas; La enajenación podrá efectuarse libremente a terceros, si los accionistas no manifiestan por escrito su interés en su adquisición, o bien quedar transcrita esa negativa en el acta de Asamblea que trate este asunto de venta de acciones.

CAPÍTULO TERCERO

DE LAS ASAMBLEAS.

CLAUSULA SÉPTIMA: Las Asambleas Generales de Accionistas, Ordinarias y Extraordinarias, legítimamente constituidas representan el órgano de máximo poder y autoridad en la Compañía y sus decisiones son de obligatorio cumplimiento por parte de los accionistas.

CLAUSULA OCTAVA: En todos los aspectos relacionados con las Asambleas Generales de accionistas, tales como convocatorias, quórum, decisiones y demas actos, se aplicará las cláusulas del presente Documento Constitutivo y en los asuntos no previstos en el se aplicarán las disposiciones establecidas en el Código de Comercio sobre la materia.

Las convocatorias serán realizadas por los Directores; para la validez y legalidad tanto para la constitución de una Asamblea (quórum), como para las decisiones que se adopten en las mismas, se requerirá la asistencia y voto afirmativo de un número de accionistas que representen, por lo menos el setenta y cinco por ciento (75%) del Capital Social de la empresa.

CLÁUSULA NOVENA: Las Asambleas Generales Ordinarias sé reunirán una vez por año dentro de los sesenta (60) días siguientes al cierre del ejercicio y las Extraordinarias cada vez que lo requiera los intereses de la Compañía.

CLÁUSULA DECIMA: Las Asambleas Generales de Accionistas tendrán las siguientes facultades:

A) Nombrar a los Administradores y comisarios.

B) Acordar la creación de fondos y apartados especiales para reserva, garantias y fondos especiales.

C) Discutir, aprobar, modificar y rechazar el Balance General anual de las cuentas con vista de informe del Comisario.

D) Decretar los dividendos de la empresa por utilidades líquidas y recaudadas.

E) Deliberar y resolver sobre cualquier asunto que le sea sometido a su consideración.

CAPITULO CUARTO.

DE LA ADMINISTRACIÓN.

CLAUSULA DECIMA PRIMERA: La Compañía será administrada por Dos (2) Directores, quienes serán o no Accionistas de la empresa y duraran en el ejercicio de sus funciones diez (10) años pudiendo ser reelegidos, y permanecerán en sus cargos hasta tanto sean sustituidos por la asamblea de accionistas. Los Directores antes de entrar a desempeñar sus funciones deberán depositar en la caja social de la Compañía, cinco (5) acciones nominativas de la misma a los fines previstos en el Articulo 244 del Código de Comercio Vigente.

11 AUG 24 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MUNICIPIO LIBERTADOR, 18 DE FEBRERO DEL AÑO DOS MIL ONCE (FDOS.) **EDNA MARINA MONROY GARZON, Abogado GISELA RANGEL** SE EXPIDE LA PRESENTE COPIA CERTIFICADA DE PUBLICACIÓN SEGÚN PLANILLA NO. : **224.2011.1.4118**

Abogado GISELA RANGEL
Registrador Mercantil V

REPUBLICA BOLIVARIANA DE VENEZUELA MINISTERIO DE INTERIOR Y JUSTICIA DISTRITO CAPITAL EDO. MIRANDA REGISTRO MERCANTIL V

11 AUG 24 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2

Abog. Natty Palmera Perez
I.P.S.A. 64.615

CIUDADANO
REGISTRADOR MERCANTIL QUINTO DE LA CIRCUNSCRIPCION JUDICIAL DEL DISTRITO CAPITAL Y ESTADO MIRANDA
SU DESPACHO

4/18.

Yo, **EDNA MONROY** , mayor de edad, soltera, de este domicilio, titular de la cédula de identidad Nº. V-6.239.276, debidamente autorizada para este acto por el documento Constitutivo-Estatutario de la Sociedad Mercantil, "**DISTRIBUIDORA OGASTRO, C.A**", ante Usted ocurro para presentar el Documento Constitutivo de la misma, a los fines de su inscripción, fijación y publicación, el cual ha sido redactado con suficiente amplitud para que le sirva a la vez de Estatutos Sociales de la misma, pido una vez efectuada la inscripción correspondiente se me expida copia certificada para su respectiva publicación.

EDNA MONROY

11 AUG 24 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REPÚBLICA BOLIVARIANA DE VENEZUELA

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

SERVICIO AUTÓNOMO DE REGISTROS Y NOTARÍAS.
REGISTRO MERCANTIL QUINTO DEL DISTRITO CAPITAL

RM No. 224
200° y 151°

Abogado GISELA RANGEL, Registrador Mercantil V

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: **35-A REGISTRO MERCANTIL V** Número: **20** del año **2011**, así como La Participación, Nota y Documento que se copian de seguida son traslado fiel de sus originales, los cuales son del tenor siguiente:

224-9280

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
11 AUG 24 PM 3:39

ESTE FOLIO PERTENECE A:
DISTRIBUIDORA OGASTRO, C.A
Número de expediente: **224-9280**

SAREN

FORMA SIR RIF 07

REPUBLICA BOLIVARIANA DE VENEZUELA

SENIAT

EXPEDICION GRATUITA

REGISTRO DE INFORMACION FISCAL (RIF)

CERTIFICADO DE INSCRIPCION (NUMERO DE RIF)

J-31055314-9

APELLIDOS Y NOMBRES - NOMBRE O RAZON SOCIAL

DISTRIBUIDORA OGASTRO, C.A

DIRECCION:

AV SAN FELIPE CON 2DA TRANSV CASA
IÑAKI URB LA CASTELLANA
ZONA POSTAL 1060

DOBLE AQUI

DE CONFORMIDAD CON LO PREVISTO EN EL ARTICULO 9 DE LA PROVIDENCIA Nº 0073 DE FECHA 06/02/2006, PUBLICADA EN LA GACETA OFICIAL Nº 38.389 DE FECHA 02/03/2006, SE EXPIDE EL PRESENTE CERTIFICADO.

CIUDAD CARACAS	FECHA DE INSCRIPCION: 24/02/2011
	FECHA DE EXPEDICION: 24/02/2011
GERENCIA REGIONAL: CAPITAL	FECHA DE VENCIMIENTO 24/02/2014

SENIAT

REPUBLICA BOLIVARIANA DE VENEZUELA MINISTERIO DE FINANZAS SENIAT Gerencia Regional de Tributos Internos Región Capital

F-2006-07 Nº 0462

FIRMA AUTORIZADA

3110553149-SKT

11 AUG 24 PM 3:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA