F11000005247

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(Requestor's Name)

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(Address)

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(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

____
(Business Entity Name)

____
(Document Number)

Certified Copies _______ Certificates of Status _______

Special Instructions to Filing Officer:

CORRECTED "INCORPORATION DATE" AND "DURATION".

Office Use Only

W11-63149

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11 DEC 29 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TL 12/30/11

FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
11 DEC 29 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 20, 2011

NAYARIT BRICENO, MAFM
3600 RED RD.
SUITE 301
MIRAMAR, FL 33025

SUBJECT: DISTRIBUIDORA CENTRAL VALENCIA C.A., CORP.
Ref. Number: W11000063149

We have received your document for DISTRIBUIDORA CENTRAL VALENCIA C.A., 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):

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 entity's date of incorporation/organization must be listed in the document.

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

A brief description of the entity's nature of business must be included in the document.

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: 711A00028283

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: DISTRIBUIDORA CENTRAL VALENCIA CA, 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, MAFM
Name of Person

BWWT BUSINESS ADVISERS, INC.
Firm/Company

3600 RED RD. Suite 301
Address

MIRAMAR, FL 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 Central Valencia C.A., Corp

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

None

(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. Applied for
(FEI number, if applicable)

4. 08/29/2002
(Date of incorporation)

5. 7 PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")

6. Non Applicable

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

7. 2653 Oakbrook Dr. Weston, FL 33332

(Principal office address)

3600 Red Road, Suite 301. Miramar, FL 33025

(Current mailing address)

8. Open a Bank Account / Export of Office Supplies, No Business Transactions in Florida

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: BW & T Business Advisers, Inc.

Office Address: 3600 Red Road, Suite: 301

Miramar, Florida 33025
(City) (Zip code)

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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

Chairman: ______________________________

Address: ______________________________

____

Vice Chairman: ______________________________

Address: ______________________________

____

Director: ______________________________

Address: ______________________________

____

Director: ______________________________

Address: ______________________________

____

11 DEC 29 PM 3:32

B. OFFICERS

President: Elio OLIVERO

Address: 2653 Oakbrook Dr.

WESTON, FL 33332

Vice President: Maria Josefina Blanco de Olivero

Address: Av. La Plaza, N° 34, Cruce con Calle 1, Los Arales,

Municipalidad San Diego - Carabobo State - VENEZUELA

Secretary: ______________________________

Address: ______________________________

Treasurer: ______________________________

Address: ______________________________

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

13. ______________________________

Signature of Director or Officer

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

14. Elio OLIVERO, PRESIDENT

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

[Translation from Spanish into English]

[There appears the Coat of Arms of the Bolivarian Republic of Venezuela]
BOLIVARIAN REPUBLIC OF VENEZUELA
Ministry of the People's Power for the Interior and Justice

Autonomous Service of Records and Notaries — Comm. R. N° 315
Second Commercial Registry of the State of Carabobo — 200° and 151°

Attorney-at-law RAFAEL A. GIMENEZ D., Commercial Registrar

HEREBY CERTIFIES

That the following entry, which original is recorded on Volume 61-A, under N° 21 of the year 2010, as well as the Participation, Note and Document hereby attached are an exact copy of the original, which reads as follows:

999999

FILED
11 DEC 29 PM 3: 32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS FOLIO BELONGS TO:
DISTRIBUIDORA CENTRAL VALENCIA, C.A.
File N° 999999

[There appear two duly cancelled stamps from the State of Carabobo, Bolivarian Republic of Venezuela]
SAREN

foregoing certified copy is issued for its publication according to Form N° 315.2010.2.7623
[signed] attorney-at-law RAFAEL A. GIMENEZ DAN
Commercial Registrar

[End of Translation]

CERTIFICATE OF ACCURACY

State of Florida
County of Broward

I, Ruth Sadovnic, a certified translator, being duly sworn, depose and say: That I am familiar with both the Spanish and English languages.
That I have made the attached translation from the annexed document in the English language and hereby certify that the same is a true and complete translation to the best of my knowledge, ability and belief.

[signature]
Ruth Sadovnic
ata member

FILED
11 DEC 29 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BROWARD

THE FOREGOING INSTRUMENT was acknowledged before me by Ruth Sadovnic, who is personally known to me and who did take an oath.
WITNESS my hand and official seal in the State and County last aforesaid this 12h day of December of 2011.

[signature]
Notary Public

DRG Translations
Certified translations
ata member

Type name: Dina Lapco

Commission N°: DD 965044

NOTARY PUBLIC STATE OF FLORIDA
DINA LAPCO
MY COMMISSION # DD 965044
EXPIRES: March 14, 2014
Bonded Thru Budget Notary Services

[There appears a rubber stamp that reads Yolys Mendoza, Inpreabogado (Venezuelan Bar Association) N°: 55006]

Honorable,

SECOND COMMERCIAL REGISTRAR OF THE JUDICIAL CIRCUMSCRIPTION OF THE STATE OF CARABOBO

His Office.

I, NORA PEÑA MENDOZA, a Venezuelan citizen, of legal age, here domiciled, holder of Identity Card N° 10.854.036, duly authorized for this act by the Special Shareholders' Meeting of **DISTRIBUIDORA CENTRAL VALENCIA, C.A.**, a company incorporated in this Registry under N° 30, Volume 45-A on August 29 of 2002, appear respectfully before you with the purpose of expressing and declaring that I hereby attach the following to the file belonging to the Company **DISTRIBUIDORA CENTRAL VALENCIA, C.A.**: Minutes of the Special Shareholders' Meeting held on May 15 of 2010, with the following Agenda:
FIRST: EXPAND THE PURPOSE OF THE COMPANY
SECOND: AMEND THE THIRD ARTICLE OF THE BYLAWS

Given all the above-mentioned, I hereby request from you, the Second Commercial Registrar, to please order the registration, posting, publication and filing of the attached participation and entry, and issue a certified Copy of these proceedings for all legal purposes. Given in Valencia on the day of its presentation.

[signed illegible]

[There appear two duly cancelled stamps from the State of Carabobo, Bolivarian Republic of Venezuela]

Valencia, on the twenty ninth day of August in the year two thousand and two. [signed] ELIO PASTOR OLIVERO BLANCO, MARIA ESPERANZA ROJAS CALBETIT. The present certified copy is issued for its publication according to Form N° 89681.

[signed] Maria Esperanza Rojas Calbetit
Second Deputy Commercial Registrar

[There appears a stamp from the Second Commercial Registry of the State of Carabobo, Bolivarian Republic of Venezuela]

[End of Translation]

CERTIFICATE OF ACCURACY

State of Florida
County of Broward
I, Ruth Sadovnic, a certified translator, being duly sworn, depose and say: That I am familiar with both the Spanish and English languages.
That I have made the attached translation from the annexed document in the English language and hereby certify that the same is a true and complete translation to the best of my knowledge, ability and belief.

Ruth Sadovnic
ata member

STATE OF FLORIDA
COUNTY OF BROWARD
THE FOREGOING INSTRUMENT was acknowledged before me by Ruth Sadovnic, who is personally known to me and who did take an oath.
WITNESS my hand and official seal in the State and County last aforesaid this 12th day of December of 2011.

Notary Public

DRG Translations
Certified translations
ata member

Type name: Dina Lapco
Commission N°: DD 965044

NOTARY PUBLIC STATE OF FLORIDA
DINA LAPCO
MY COMMISSION # DD 965044
EXPIRES: March 14, 2014
Bonded Thru Budget Notary Services

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[There appears a rubber stamp that reads Yolys Mendoza, Inpreabogado (Venezuelan Bar Association) N°: 55006]

[There appears a rubber stamp that reads Nacim Salomon, Attorney- at-law atop a signature]

The undersigned, ELIO PASTOR OLIVERO BLANCO, a Venezuelan citizen, of legal age, a businessman, holder of Identity Card N° 7.146.014, acting in his capacity as President of the Company **DISTRIBUIDORA CENTRAL VALENCIA, C.A.**, here domiciled, duly incorporated and registered before the Second Commercial Registry of the Judicial Circumscription of the State of Carabobo, under N° 30, Volume 45-A on August 29 of 2002, hereby certifies that the following is a true and exact copy of its original recorded in the Minute Book of the Shareholders' Meeting of the company in reference, which textually reads as follows:

In Valencia, on May 15 of 2010, at 9:00 A.M., there gathered at the main office of the company **DISTRIBUIDORA CENTRAL VALENCIA**, located in Avenida La Plaza N° 34, cruce con calle 1, Urbanizacion Los Arales, Municipality of San Diego, State of Carabobo, shareholders: ELIO PASTOR OLIVERO BLANCO, a Venezuelan citizen, of legal age, single, holder of Identity Card N° V-7.146.014, President and MARIA JOSEFINA BLANCO DE OLIVERO, a Venezuelan citizen, of legal age, married, holder of Identity Card N° V-1.379.909, Vice President, both here domiciled and sole owners of the entirety of shares that make up the capital stock of the company. They gathered with the purpose of holding a Special Shareholders' Meeting, given no advance notice since one hundred percent (100%) of the capital stock is present. The meeting is immediately declared to be legally convened and the following Agenda is discussed.
First Item of the Day: Shareholder ELIO PASTOR OLIVERO BLANCO takes the floor and declares that due to the competitiveness of the market and the economic situation of the company, it is necessary to expand the purpose of the company. The matter was discussed and unanimously approved. Having taken care of this matter, we continued with the **Second Item of the Day:** Amendment of the Third Clause of the company, which from now on shall read as follows: The purpose of the Company shall be the Purchase, Sale, Import, Representation and Distribution of sheets and corrugated plastic boxes and cardboard, as well as school and office supplies and all legal commercial activity related to the corporate purpose of the company; it was agreed on this same meeting to authorize NORA PEÑA MENDOZA, a Venezuelan citizen, holder of Identity Card N° V-10.854.036, to fulfill all the process of participation and registration of these Minutes of the Shareholders' Meeting and subsequent publication. With no further ado the session is adjourned, signing in accordance: ELIO PASTOR OLIVERO BLANCO [signed], MARIA JOSEFINA BLANCO DE OLIVERO [signed].
Given in Valencia on the day of its presentation.

[signed illegible]

Municipality of Valencia, July 1 in the year two thousand and ten. [signed] NORA ISABEL PEÑA MENDOZA, attorney-at-law RAFAEL A. GIMENEZ DAN. The foregoing certified copy is issued for its publication according to Form N° 315.2010.2.7623

[There appears the Coat of Arms of the Bolivarian Republic of Venezuela]

BOLIVARIAN REPUBLIC OF VENEZUELA
Ministry of the People's Power for the Interior and Justice

Autonomous Service of Records and Notaries — Comm. R. N° 315
Second Commercial Registry of the State of Carabobo — 200° and 151°

Municipality of Valencia, July 1 of 2010

Upon completion of the provisions prescribed by the Law, the undersigned hereby requests you register this document in the Commercial Registry and file and publish the original document.

The abovementioned document has been prepared by attorney-at-law Yolys Damelys Mendoza de Allegra, IPSA N° 55006, and registered in the Commercial Registry under N° 21, Volume 61-A. Fees paid: Bs. 198.90, according to Form RM N° 31500058058, Bank N° 183147 for the amount of Bs. 71.50 The person identified herself as: Nora Isabel Peña Mendoza, holder of Identity Card N° V-10.854.036.
Attorney reviewing the document: NACIM JOSE SALOMON VALDIVIESO

[signed] Attorney-at-law RAFAEL A. GIMENEZ DAN
Commercial Registrar

THIS FOLIO BELONGS TO:
DISTRIBUIDORA CENTRAL VALENCIA, C.A.
File N° 999999
MOD

[There appear various rubber stamps from the Second Commercial Registry, State of Carabobo, Bolivarian Republic of Venezuela]

SAREN

[signed] attorney-at-law RAFAEL A. GIMENEZ DAN
Commercial Registrar

[End of Translation]

CERTIFICATE OF ACCURACY

State of Florida
County of Broward

I, Ruth Sadovnic, a certified translator, being duly sworn, depose and say: That I am familiar with both the Spanish and English languages.
That I have made the attached translation from the annexed document in the English language and hereby certify that the same is a true and complete translation to the best of my knowledge, ability and belief.

Ruth Sadovnic
ata member

STATE OF FLORIDA
COUNTY OF BROWARD

THE FOREGOING INSTRUMENT was acknowledged before me by Ruth Sadovnic, who is personally known to me and who did take an oath.
WITNESS my hand and official seal in the State and County last aforesaid this 12h day of December of 2011.

Notary Public

Type name: Dina Lapco

Commission N°: DD 965044

[Translation from Spanish into English]

[There appears the Coat of Arms of the Bolivarian Republic of Venezuela]
DEPARTMENT OF THE INTERIOR AND JUSTICE
Second Commercial Registry of the Judicial Circumscription of the State of Carabobo

Maria Esperanza Rojas Calbetit
Second Commercial Deputy Registrar of the Judicial Circumscription of the State of Carabobo

HEREBY CERTIFIES

That the following entry, which original is recorded on Volume 45-A, under N° 30, as well as the Participation, Note and Document hereby attached are an exact copy of the original, which textually reads as follows:

THIS FOLIO BELONGS TO:
DISTRIBUIDORA CENTRAL VALENCIA, C.A.
8/SAN

[There appear various duly cancelled stamps from the State of Carabobo, Bolivarian Republic of Venezuela]
[There appear various stamps from the Second Commercial Registry of the State of Carabobo, Bolivarian Republic of Venezuela]

[There appears a rubber stamp that reads Silvia E. Fernandez, Inpreabogado (Venezuelan Bar Association) N°: 86468]
[There appears the Coat of Arms of the Government of Carabobo]

Honorable,

SECOND COMMERCIAL REGISTRAR OF THE JUDICIAL CIRCUMSCRIPTION OF THE STATE OF CARABOBO

His Office.

I, ELIO PASTOR OLIVERO BLANCO, a Venezuelan citizen, of legal age, holder of Identity Card N° V-7.146.014, here domiciled, acting in my capacity as President of the company "**DISTRIBUIDORA CENTRAL VALENCIA, C.A.**", duly authorized for this act through the present Bylaws, appear respectfully before you with the purpose of presenting the Bylaws of the abovementioned company which has been adequately drafted in order to serve as the Articles of Incorporation-Bylaws of the Company; I hereby request that following the corresponding registration, you issue certified copies of the same for its publication. Given in Valencia on the day of its presentation.

[signed illegible]

[There appear various stamps from the Second Commercial Registry of the State of Carabobo, Bolivarian Republic of Venezuela]

[There appears the Coat of Arms of the Bolivarian Republic of Venezuela]
DEPARTMENT OF THE INTERIOR AND JUSTICE
Second Commercial Registry of the Judicial Circumscription of the State of Carabobo

Valencia, August 29, 2002
The 192° Year of the Independence and the 143° Year of the Federation.

Upon completion of the provisions prescribed by the Law, we hereby request you register this document in the Commercial Registry and file the original document. Record and publish the present document. Prepare the records of the company and file the original together with the copy of the Bylaws and other pertinent documentation. Issue the copy for its publication.

The abovementioned document has been prepared by Silvia E. Fernandez F. and registered in the Commercial Registry under N° 30, Volume 45-A. Fees paid: Bs. 84,645.00 – 35,520.00, according to Form RM N° 89681- 89682, Seniat N° 0808587 for the amount of Bs. 60,384.00. The person identified himself as: Elio Pastor Olivero Blanco, holder of Identity Card N° 7.146.014.

[signed] Maria Esperanza Rojas Calbetit
Second Deputy Commercial Registrar

THIS FOLIO BELONGS TO:
DISTRIBUIDORA CENTRAL VALENCIA, C.A.
CON/ 8/SAN

[There appear various duly cancelled stamps from the State of Carabobo, Bolivarian Republic of Venezuela]

[There appears a rubber stamp that reads Silvia E. Fernandez, Inpreabogado (Venezuelan Bar Association) N°: 86468]

[There appears the Coat of Arms of the Government of Carabobo]

CA-01- 6427209

We, ELIO PASTOR OLIVERO BLANCO and MARIA JOSEFINA BLANCO DE OLIVERO, both Venezuelan citizens, single and married, respectively, of legal age, holders of Identity Cards N° V-7.146.014 and V-1.379.909, respectively, and both here domiciled, have decided to establish, as indeed we do in this act, a Company in the form of a Corporation that shall be governed by the regulations contained in this document, which has been adequately drafted in order to serve as the Bylaws.

FIRST: The name of the Company shall be "**DISTRIBUIDORA CENTRAL VALENCIA, C.A.**". **SECOND:** The domicile of the Company shall be Zona Industrial Castillete, C.C. Industrial Jesan, Warehouses 2 and 5, Calle Este Manzana "D" in the city of San Diego, State of Carabobo, but it shall establish branches, agencies or offices, both within the country or abroad and it may even establish a special domicile for certain contracts and/or businesses at the discretion of the Board of Directors. **THIRD:** The purpose of the Company shall be the manufacturing, sale and distribution of school and office supplies, as well as any other legal commercial activity related to the corporate purpose of the company. **FOURTH:** The duration of the company shall be twenty (20) years, counted from the date of its registration in the corresponding Registry; however, this period shall be extended in equal periods or not, or be reduced at the discretion of the Shareholders' Meeting. **FIFTH:** The capital stock of the company shall be the amount of ONE MILLION BOLIVARS (Bs. 1,000,000.00) divided into One Hundred (100) shares with a par value of Ten Thousand Bolivars with 00/100 (Bs. 10,000.00) each one, which are registered shares, conferring its holders the same duties and obligations. Each share confers the right to one vote at the Shareholders' Meeting. The shares are indivisible and only one owner shall be recognized as such for each one of them. **SIXTH:** The capital of the company has been fully subscribed and paid as follows: ELIO PASTOR OLIVERO BLANCO, subscribes and pays FIFTY (50) shares, which represents the amount of FIVE HUNDRED THOUSAND BOLIVARS with 00/100 (Bs. 500,000.00) corresponding to the payment of one hundred percent (100%) of the capital subscribed by him, and MARIA JOSEFINA BLANCO DE OLIVERO, subscribes and pays FIFTY (50) shares, which represents the amount of FIVE HUNDRED THOUSAND BOLIVARS with 00/100 (Bs. 500,000.00) corresponding to the payment of one hundred percent (100%) of the capital subscribed by her. The capital was paid as evidenced on attached bank deposit. **SEVENTH:** Shareholders shall benefit from the preferential right in the event of an increase in the capital stock, to subscribe new shares in the same proportion they had until then. **EIGHTH:** Shares shall not be sold, given or transferred, not even among the shareholders, without prior written authorization given by the Shareholders' Meeting, which shall demonstrate the fulfillment of the preferential procedure established in this clause and the following one. Co-shareholders have preferential right for the purchase and encumbrance of shares in proportion of the shares owned. **NINTH:** The period to exercise the preferential right mentioned on the seventh and eighth clauses shall be of thirty (30) days counted as follows: in the case of capital increase, it shall start from the date the increase was decided upon at the Shareholders' Meeting. In the case of transfer or encumbrance violating the provisions of this clause and the two (2) prior ones, it shall considered void in regards to the

Company and its corresponding negotiation on legal redemption, included in the Civil Code, as long as they do not disagree with these Bylaws. **TENTH:** The management and administration of the Company shall be the responsibility of the Board of Directors consisting of one (01) President and one (01) Vice-president who shall be appointed by the Shareholders' Meeting and shall exercise their duties for a period of five (05) years, with the possibility of reelection. **ELEVENTH:** The following shall be considered the President's powers: a) Represent the company legally and out of court, being able to appoint a legal agent to adequately represent the company. b) Purchase, transfer and encumber all kinds of personal or real estate property. c) Decide in regards to all acts or agreements related to the company. d) Execute the transactions related to the business of the company with powers to appoint, hire, discharge employees and determine the wage of the company's personnel. e) Prepare the annual report and the general balance sheet that shall be presented at the Shareholders' Meeting. f) Open and operate the company's bank accounts. g) Bonds shall not be given on behalf of the company under any circumstance. h) In general, any other commercial act in the best interest of the Company. The following shall be considered the Vice-president's powers: a) Assist with everything the president deems appropriate, considering the needs and interests of the company. b) Act in the capacity of the President in the event of temporary absences, prior authorization of the Shareholders' Meeting. **TWELFTH:** Meetings may be General or Special, being the highest authority of the company. General Shareholders' Meetings shall take place within three (03) months following the year-end closing and shall include the financial results. Special Shareholders' Meeting shall take place as deem appropriate by the Administration based on the true and legitimate interests of the Company and decisions shall be taken with the seventy five (75%) of the capital stock of the Company. **THIRTEENTH:** In accordance with the provisions established in Article 287 of the Commercial Code, the Company shall have an AUDITOR appointed by the General Shareholders' Meeting and shall exercise his duties for a period of five (05) years. He shall have the rights and duties conferred upon him by the Commercial Code; the remuneration given to him by the Meeting; he may or may not be a shareholder, and may be reelected. **FOURTEENTH:** The fiscal year of the Company shall be between 11/01 of each year until 10/31 of each following year, except the first fiscal year that shall start when the company is duly incorporated in the Commercial Registry and shall end on 10/31 of 2002. **FIFTEENTH:** Upon termination of each fiscal year the accounts shall be closed and the financial statements (Balance sheet and Profit-and-loss statement) shall be prepare. In case of a net profit, a provision of five (5%) shall be set as a reserve fund until this reaches an amount not less than ten (10%) of the subscribed capital stock. The remainder shall be at the disposal of the Shareholders' Meeting, who may allocate it in the amount and opportunity as deem appropriate, in proportion to the number of paid shares owned by each shareholder. **SIXTEENTH:** For everything else not provided by these Bylaws, the Company shall be governed by the provisions established in the Commercial Code for companies of this nature and other related laws. **SEVENTEENTH:** We hereby appoint ELIO PASTOR OLIVERO BLANCO, previously identified, as President for the first period of five (05) years, MARIA JOSEFINA BLANCO DE OLIVERO, previously identified, as Vice-president for the first period of five (05) years, and MARIA ANGELICA SANCHEZ, registered at the Association of Public Accountants under CPC N° 36.694, as Auditor; In addition, ELIO PASTOR OLIVERO BLANCO is adequately authorized to notify the Commercial Registrar on the agreement of this entry and grant the necessary documentation. Given in Valencia on the date of its presentation.

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

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

RM No. 315
200° y 151°

Abogado RAFAEL A. GIMENEZ DAN, Registrador

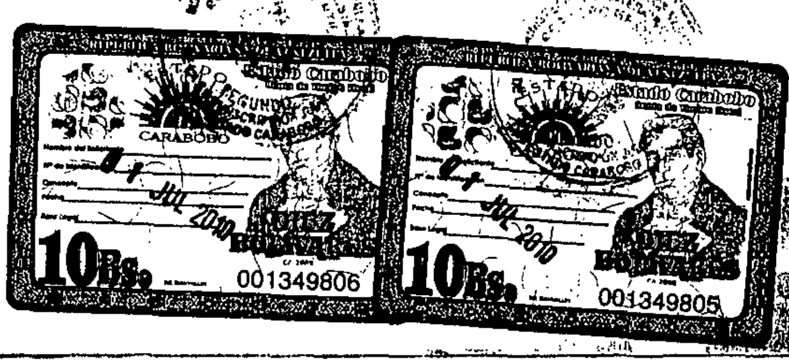
C E R T I F I C A

Que el asiento de Registro de Comercio transcrito a continuación, cuyo original está inscrito en el Tomo: **61-A** . Número: **21** del año **2010**, así como La Participación, Nota y Documento que se copian de seguida son traslado fiel de sus originales, los cuales son del tenor siguiente:

999999

FILED
11 DEC 29 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ESTE FOLIO PERTENECE A:
DISTRIBUIDORA CENTRAL VALENCIA, C.A
Número de expediente: **999999**



SAREN
SERVICIO AUTÓNOMO DE REGISTROS Y NOTARÍAS

YOLYS MENDOZA
INPRE 55006

Nacim Salomón
Abogado I

Ciudadano
REGISTRADOR MERCANTIL SEGUNDO DE LA CIRCUNSCRIPCIÓN JUDICIAL DEL ESTADO CARABOBO
SU DESPACHO

Yo, **NORA PEÑA MENDOZA**, venezolana, mayor de edad, titular de la cédula de identidad N° **10.854.036**, y de este domicilio, suficientemente autorizada para este acto por la Asamblea General Extraordinaria de Accionistas de la Sociedad de Comercio **DISTRIBUIDORA CENTRAL VALENCIA, C.A.**, inscrita ante este Registro, bajo el No. 30, Tomo 45-A, de fecha 29 de AGOSTO de 2002; ante Usted muy respetuosamente ocurro a los fines de exponer y solicitar: Acompaño para ser agregado al Expediente de la Empresa **DISTRIBUIDORA CENTRAL VALENCIA, C.A.**, lo siguiente: Acta de Asamblea General Extraordinaria de Accionista de fecha quince (15) de MAYO de 2.010, en la cual se desarrolló el siguiente Orden del día. **PRIMERO**: Ampliar el objeto de la compañía. **SEGUNDO:** Modificación de la Cláusula TERCERA de los Estatutos Sociales. Por todo lo antes expuesto ruego a Usted Ciudadano Registrador Mercantil Segundo, se sirva ordenar el registro, fijación, publicación y archivo de la presente participación y del acta acompañada, y se expida Copia certificada de estas actuaciones a los fines de ley. Valencia a la fecha de su presentación.

Estado Carabobo
CARABOBO
DOS BOLIVARES
2Bs. 002416511
2Bs. BOLIVARES 002416508

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TALLAHASSEE, FLORIDA

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

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

RM No. 315
200° y 151°

Municipio Valencia, 1 de Julio del Año 2010

Por presentada la anterior participación por su FIRMANTE, para su inscripción en el Registro Mercantil, fijación y publicación. Hágase de conformidad y agréguese el original al expediente de la Empresa Mercantil junto con los recaudos acompañados. Expídase la copia de publicación. El anterior documento redactado por el Abogado YOLYS DAMELYS MENDOZA DE ALLEGRA IPSA N.: 55006, se inscribe en el Registro de Comercio bajo el Número: **21**, TOMO **61-A**. Derechos pagados **BS: 198,90** Según Planilla RM No. **31500058058**, Banco No: **183147** Por **BS: 71,50**. La identificación se efectuó así: **NORA ISABEL PEÑA MENDOZA**, C.I: **V-10.854.036.**
Abogado Revisor: **NACIM JOSE SALOMON VALDIVIESO**

Registrador
Abogado RAFAEL A. GIMENEZ DAN

ESTA PÁGINA PERTENECE A:
DISTRIBUIDORA CENTRAL VALENCIA, C.A
Número de expediente: **999999**
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TALLAHASSEE, FLORIDA

SAREN
SERVICIO AUTÓNOMO DE REGISTROS Y NOTARÍAS

YORYS MENDOZA
INPRE 55006

Nacim Salomón

Quien suscribe, **ELIO PASTOR OLIVERO BLANCO**, venezolano, mayor de edad, comerciante, titular de la cédula de identidad **Nro 7.146.014**, en su carácter de Presidente de la Sociedad de Comercio **DISTRIBUIDORA CENTRAL VALENCIA, C.A.**, de este domicilio, debidamente constituida e inscrita ante el Registro Mercantil Segundo de la Circunscripción Judicial del Estado Carabobo, bajo el N° 30, Tomo 45-A, de fecha 29 de AGOSTO del 2.002. Certifico que la copia que a continuación se transcribe es traslado fiel de la original que se encuentra en el Libro de Actas de Asambleas de Accionistas de la referida empresa, la cual es del tenor siguiente. Valencia, 15 de MAYO del 2.010, siendo las 09:00 a.m., se encuentran reunidos en la sede de la empresa **DISTRIBUIDORA CENTRAL VALENCIA**, ubicada en la ***Avenida La Plaza No. 34, cruce con calle 1, Urbanización Los Arales, Municipio San Diego, estado Carabobo***, los Accionistas, **ELIO PASTOR OLIVERO BLANCO** , venezolano, mayor de edad, soltero, titular de la cédula de identidad N°. V-7.146.014, Presidente y **MARIA JOSEFINA BLANCO DE OLIVERO**, venezolana, mayor de edad, Casada, titular de la cédula de identidad **N° V-1.379.909**, Vice-Presidente, únicos propietarios de la totalidad de las acciones que conforman el capital social de la empresa. Ambos de este domicilio, a los fines de celebrar una Asamblea General Extraordinaria de Accionista, sin convocatoria previa ya que se encuentran presente el cien por ciento (100%) del capital social. De inmediato se declara validamente constituida la asamblea y se pasa a resolver sobre el siguiente orden del día. En cuanto se refiere al **Primer Punto del día**: Toma la palabra el socio **ELIO PASTOR OLIVERO BLANCO,** y expone a la Asamblea que por la conveniencia que existe de acuerdo a la competitividad del mercado y realidad económica de la empresa el ampliar el objeto de la empresa, lo cual fue sometido a consideración de la Asamblea, siendo aprobado por unanimidad, agotado el punto se pasa al **Segundo punto del día**: modificación de la **Clausula Tercera** de la empresa, quedando redactada de la siguiente manera La Compañía Anónima, tendrá por objeto la Compra, Venta, importación, Representación y distribución de láminas y cajas plásticas y cartones corrugados, además de artículos escolares y de oficina, así como cualquier otra actividad de licito comercio relacionada con el objeto social de la compañía, y se acuerda en este mismo acto autorizar a la Lic. **NORA PEÑA**

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TALLAHASSEE, FLORIDA

MENDOZA, venezolana, titular de la cédula de identidad N° **10.854.036**, para que cumpla con todos los trámites de participación y registro de la presente Acta de Asamblea y su consecuente publicación. No habiendo más asunto que tratar se levanta la sesión firmando los presentes en señal de conformidad. **ELIO PASTOR OLIVERO BLANCO (Fdo), MARIA JOSEFINA BLANCO DE OLIVERO (Fdo),** En Valencia, a la fecha de su presentación.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MUNICIPIO VALENCIA, 1 DE JULIO DEL AÑO DOS MIL DIEZ (FDOS.) **NORA ISABEL PEÑA MENDOZA, Abogado RAFAEL A. GIMENEZ DAN** SE EXPIDE LA PRESENTE COPIA CERTIFICADA DE PUBLICACIÓN SEGÚN PLANILLA NO. : **315.2010.2.7265**

Abogado RAFAEL A. GIMENEZ DAN
Registrador

REPUBLICA BOLIVARIANA DE VENEZUELA
MINISTERIO DEL PODER POPULAR PARA
RELACIONES INTERIORES Y JUSTICIA
REGISTRO MERCANTIL SEGUNDO

DE LA CIRCUNSCRIPCION JUDICIAL DEL ESTADO CARABOBO

Abg. RAFAEL ATAHUALPA GIMENEZ DAN.

REGISTRADOR MERCANTIL SEGUNDO DE LA CIRCUNSCRIPCION JUDICIAL DEL ESTADO CARABOBO

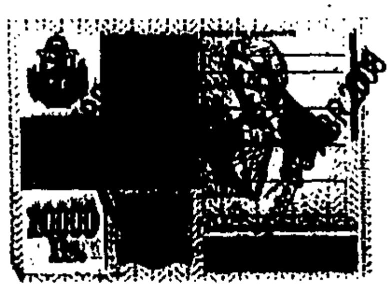
C E R T I F I C A

Que el asiento de Registro de Comercio transcrito a continuación, cuyo original

está inscrito en el Tomo: 24 A .. Número: 79

así como LA PARTICIPACION, NOTA Y DOCUMENTO que se copian de seguida

son traslado fiel de sus originales, los cuales son del tenor siguiente



DISTRIBUIDORA CENTRAL VALENCIA, C.A.

Wilfredo D. Mendoza
IMPRE 55.006

2000 Bs.

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Ciudadano

REGISTRADOR MERCANTIL SEGUNDO DE LA CIRCUNSCRIPCIÓN JUDICIAL DEL ESTADO CARABOBO

SU DESPACHO.-.

Yo, **NORA PEÑA MENDOZA**, venezolana mayor de edad, Soltera, titular de la cédula de identidad N° **10.854.036**, y de este domicilio, suficientemente autorizada para este acto por la Asamblea General Extraordinaria de Accionista de la Sociedad "**DISTRIBUIDORA CENTRAL VALENCIA, C.A**", inscrita ante este Registro, bajo el No. 30, Tomo 45-A, de fecha 29 de Agosto de 2.002, debidamente facultado para este acto, según consta en la Acta de Asamblea Estatutaria; ante Usted muy respetuosamente ocurro a los fines de exponer y solicitar: Acompaño para sea agregado al Expediente de la Empresa "**DISTRIBUIDORA CENTRAL VALENCIA, C.A.**", lo siguiente: Acta de Asamblea General Extraordinaria de Accionista de fecha Uno (01) de Noviembre del 2.007, en la cual se adoptaron las resoluciones transcritas en la misma. Ruego a Usted Ciudadano Registrador Mercantil Segundo, se sirva ordenar su registro, fijación y publicación y archivo de la presente participación y del acta acompañada, y se expida Copia certificada de estas actuaciones a los fines de ley. Valencia a la fecha de su presentación.

REGISTRO MERCANTIL SEGUNDO
C.J. DEL ESTADO CARABOBO
FECHA: 7 / 12 / 07
ARANCELES: 6 Bs

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TALLAHASSEE, FLORIDA

REPUBLICA BOLIVARIANA DE VENEZUELA
MINISTERIO DEL PODER POPULAR PARA
RELACIONES INTERIORES Y JUSTICIA
REGISTRO MERCANTIL SEGUNDO

DE LA CIRCUNSCRIPCION JUDICIAL DEL ESTADO CARABOBO

Valencia, Tres (03) De Abril del Año 2008
197 y 149 Por presentada la anterior participación por su FIRMANTE , para su inscripción en el Registro Mercantil, fijación y publicación. Hágase de conformidad y agreguese original al expediente de la Compañía junto con los recaudos acompañados. Expídase la copia de publicación. El anterior documento redactado por Dr., YOLYS D. MENDOZA.- , se inscribe en el Registro de Comercio bajo el N.:-79- TOMO -24-A. Derechos pagados Bs.F.:680.00 Según Planilla RM N°340784, FISCO ESTADAL N°88103 Por Bs.F.:156.40. La identificación se efectuó así: PEÑA MENDOZA, NORA C.I. Nro.:10854036 .

03/04/08

El Registrador Mercantil Segundo
Fdo. Abg. RAFAEL ATAHUALPA GIMENEZ DAN.,

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ESTA PAGINA PERTENECE A:
DISTRIBUIDORA CENTRAL VALENCIA, C.A.
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Yalys D. Mendoza
IMPRE 55.006

Quien suscribe, ELIO PASTOR OLIVERO BLANCO, venezolano, mayor de edad, soltero, comerciante, titular de las cédulas de identidad Nro 7.146.014, en su carácter de Presidente de la Sociedad de Comercio "DISTRIBUIDORA CENTRAL VALENCIA, C.A.", de este domicilio, debidamente constituida e inscrita ante el Registro Mercantil Segundo de la Circunscripción Judicial del Estado Carabobo, bajo el N° 30, Tomo 45-A, de fecha 29 de Agosto del 2.002. Certifico que la copia que a continuación se transcribe es copia fiel y exacta de su original que se encuentra en el libro de actas de asambleas de accionistas de la mencionada sociedad y copiado textualmente es del tenor siguiente: Asamblea General Extraordinaria de Accionistas, de fecha Uno de Noviembre del 2.007, siendo las 05:00 p.m., se encuentran en la sede de la empresa "DISTRIBUIDORA CENTRAL VALENCIA, C.A"., ubicada en la Zona Industrial Comercial Castillete, Calle Este manzana D CC1 lesan Galpón 2-5, Sector Los Árales, Municipio San Diego, Estado Carabobo, los Accionistas, ELIO PASTOR OLIVERO BLANCO, venezolano, mayor de edad, soltero, titular de la cédula de identidad N° 7.146.014, Presidente, propietario de CINCUENTA (50) acciones, y MARIA JOSEFINA BLANCO DE OLIVERO , venezolana, mayor de edad, casada, titular de la cédula de identidad N° V-1.379.909, propietaria de CINCUENTA (50) acciones únicos propietarios de la totalidad de las acciones que conforman el capital social de la empresa, todos de este domicilio, a los fines de celebrar una Asamblea Extraordinaria de Accionista, sin convocatoria previa ya que se encuentran presente el cien por ciento (100%) del capital social. De inmediato se declara validamente constituida la asamblea y se pasa a resolver sobre los siguientes puntos del orden del día: **PRIMERO**: Designar un nuevo comisario. **SEGUNDO**: Modificación del Articulo DECIMO PRIMERO. **TERCERO**: Modificación del articulo DECIMO SEPTIMO. En cuanto se refiere a **Primer Punto del Día:** Toma la palabra el socio ELIO PASTOR OLIVERO BLANCO, y manifiesta que se debe designar a la Lic. Ángela S. Aldana Arzola, como comisario de la empresa, para que revise y emita su opinión sobre los estados financieros de la empresa y así emita su dictamen; se somete a consideración de la asamblea, siendo aprobado por unanimidad, agotado este punto se pasa al **Segundo Punto**: Solicita la palabra la socia, MARIA JOSEFINA BLANCO DE OLIVERO, y expone la necesidad de modificar el articulo DECIMO PRIMERO de los estatutos sociales de la empresa, se aprueba este punto y este queda redactado de la siguiente manera: **DECIMO PRIMERO**: Son atribuciones del Presidente: a) Representar Judicial o Extrajudicialmente a la sociedad, pudiendo constituir mandatario Judicial para la adecuada representación de la sociedad confiriendo las facultades que creyere conveniente y de manera expresa: Demandar, Desistir, convenir, transigir, disponer de derecho de litigio, darse por citado o notificado, recibir cantidades de dinero en nombre de la compañía otorgando los correspondientes recibos y/o finiquitos. b) Adquirir, enajenar y gravar toda clase de bienes muebles o inmuebles. c) Decidir sobre la celebración de todo acto o contrato que tenga interés la sociedad. d) Ejecutar las operaciones que correspondan al giro de la sociedad con atribuciones para nombrar, contratar, remover empleados y determinar la remuneración del personal de servicio de la sociedad. e) Elaborar el informe anual y balance general que debe presentar a la Asamblea de socios. f) Abrir y movilizar las cuentas bancarias de la sociedad. g) Otorgar documentos y contratos en general, firmar emisiones, endosos, avales y otras operaciones, con cheques, letras de cambio, pagares, cartas de crédito, líneas de crédito y otros títulos de crédito y efectos comerciales. h) Librar, endosar, aceptar letras de cambio y documentos cambiarios o efectos crediticios. i) Solicitar y Aceptar Créditos Bancarios, tanto nacionales como internacionales. J) En general, cualquier otro acto de comercio que sea de interés para la sociedad. Son atribuciones del Vice-Presidente: a) Colaborar con todo lo que considere necesario el Presidente, atendiendo siempre a las necesidades e intereses de la sociedad. b) Suplir al Presidente en caso de ausencias temporales, previa autorización de la Asamblea de Accionistas. **<u>Tercer Punto:</u>** Sigue con la palabra la socia MARIA JOSEFINA BLANCO DE OLIVERO, manifestando la necesidad de actualizar la junta directiva y el nuevo periodo de el Comisario, se aprueba este punto y queda redactado de la siguiente manera: **<u>DECIMO SEPTIMO</u>**: Para desempeñar el cargo de Presidente, se ha designado al socio ELIO PASTOR OLIVERO BLANCO, por un periodo de diez (10) años, como Vice-presidente a la socio MARIA JOSEFINA BLANCO DE OLIVERO, por un periodo de diez (10) años y para desempeñar el cargo de Comisario, se ha designado a la Licenciada ANGELA S. ALDANA ANZOLA, venezolana, titular de la cédula de identidad No 7.006.395, Contador Público Colegiado No. 12.166, quien acepta el cargo por un periodó de diez (10) años lo cual fue aprobado por unanimidad por la Asamblea y se acuerda en este mismo acto autorizar a la Lic. Nora Peña Mendoza, venezolana, titular de la cédula de identidad N° 10.854.036, para que cumpla con todos los trámites de participación y registro de la presente Acta de Asamblea y su consecuente publicación. No habiendo más asunto que tratar se levanta la sesión firmando los presentes en señal de conformidad. ***ELIO PASTOR OLIVERO BLANCO* (Fdo), MARIA JOSEFINA BLANCO DE OLIVERO (Fdo)**. En Valencia, a la fecha e su presentación.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ESTE FOLIO PERTENECE A: DISTRIBUIDORA CENTRAL VALENCIA, C.A.
TOMO: 24 - A Nº 79 AÑO: 2.008
MOD / SAN.

VALENCIA, tres (03) DE Abril DEL AÑO DOS MIL ocho. (FDOS.) PEÑA MENDOZA, NORA, Abg. RAFAEL ATAHUALPA GIMENEZ DAN. SE EXPIDE LA PRESENTE COPIA CERTIFICADA PARA SU PUBLICACION SEGUN PLANILLA Nº: 340784

4/SAN

Abg. RAFAEL ATAHUALPA GIMENEZ DAN.
REGISTRADOR MERCANTIL SEGUNDO

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