

F12000002267

(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:

Office Use Only



200235550122

05/29/12--01025--027 **70.00

FILED
12 MAY 29 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



T. Burch MAY 30 2012

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: SIESCOM, 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:

Edward Monahan

Name of Person

Monahan-Mijares CPA, PA

Firm/Company

2519 Galiano Street, Suite 703

Address

Coral Gables, FL, 33134

City/State and Zip code

ronald.monahan@mma.com.ve

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

For further information concerning this matter, please call:

Edward Monahan

Name of Person

at (305) 407 - 1438

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.

FILED
12 MAY 29 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. SIESCOM 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 3. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/26/2006 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. Carrera 15 entre Calles 34 y 35, Edif. Cubiro, P.B., Local 02, Barquisimeto, Edo. Lara, Venezuela
(Principal office address)
2519 Galiano Street, Suite 703, Coral Gables, FL, 33134
(Current mailing address)

8. Purchase, sale, importation, exportation and distribution of electronic equipment
(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)

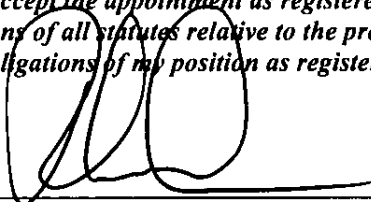
Name: Roark R. Monahan

Office Address: 2519 Galiano Street, Suite 703

Coral Gables, Florida 33134
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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

A. DIRECTORS

Chairman: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: Alejandro Antonio Celis Carrero

Address: Carrera 15 entre Calles 34 y 35, Edif. Cubiro, P.B., Local 02,

Barquisimeto, Edo. Lara, Venezuela

Director: Gerardo Alberto Artigas Torres

Address: Carrera 15 entre Calles 34 y 35, Edif. Cubiro, P.B., Local 02,

Barquisimeto, Edo. Lara, Venezuela

B. OFFICERS

President: N/A

Address: _____

Vice President: N/A

Address: _____

Secretary: N/A

Address: _____

Treasurer: N/A

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. Alejandro Antonio Celis Carrero

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

FILED
12 MAY 29 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-10-12

I, Raymond Fred Ross-Jones Meyer, PUBLIC INTERPRETER of the Bolivian Republic of Venezuela in the English language as per Title, published in the Official Gazette, N° 38.519 of September 11, 2006, registered in the Principal Office of Public Registry of the Capital District under N° 102, Folio 102, Tome 19, and inserted in the *Fifth Court of First Instance in Civil, Mercantile and Transit* for this city on July 20, 2006, CERTIFY: that the document which is attached hereto has been presented for its translation into the English language and is textually as follows: -----

The cover page of this document consists of a blank page, whose reverse is blank, except for two (02) wet ink stamp seals that read: "Bolivarian Republic of Venezuela – Ministry of the Peoples' Power for Interior Relations and Justice – First Trade Register for the Judicial Circumscription in and for the Lara State – SAREN – Autonomous Service of Registers and Notaries, (Crest)". This same ink same seal is also affixed between the pages on the top, center, and bottom right hand margin, and corresponding left hand margin of each of the pages of this document. It also appears affixed on the top right hand corner of each of the pages of this document. All the reverse sides are blank with the exception of the pages corresponding to the Charter of Incorporation, whose sheets are identified with the numbers: ten (10) and eleven (11), respectively.

(Coat of Arms)

Bolivarian Republic of Venezuela

Ministry of the Peoples' Power for Interior relations and Justice

Autonomous Service of Registers and Notaries

First Trade Register in and for Lara State

RM No. 346

202nd and 153rd

The undersigned,

CERTIFIES

That the Certified Photocopy, consisting of four (4) folio(s), reproduced herein, has been compared with, and is a true and exact copy of the Document inscribed under Number:

38- Incorporation, Volume 68-A-2006, dated November 17, 2006.-

Corresponding to the Company: **SIESOM, C.A.**

That can be found inserted under File No. 63492.

Dated, Iribarren Municipality, April 27, of the year, two thousand twelve.

FILED
12 MAY 29 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
ROBS. JONES MEYER
PUBLIC INTERPRETER
ENGLISH - SPANISH
GACETA OFICIAL N° 28.810
DATED 11-SEPT-06

Also CERTIFIES that this Certified Photocopy has been prepared by this office by the official: Victor manuel Gauthier Aranguren

Identity card No.: V-18,103,837.

Person authorized by me to prepare it, and who signes each of the pages of this certification.

(Signed): Illegible. The Trade Registrar. Jose Ramon Dudamel, Mendez, Atty. Affixed, the wet ink stamp seal of the SAREN, described above.

(Footer):(logo): SAREN – Autonomous Service of Registers and Notaries – Ministry of the Peoples' Power for Interior Relations and Justice. -----

The next two pages consist of the RECEIPT, and Deposit form, issued in the name of Alejandro Antonio Celis Carrero, by the Autonomous Service of Registers and Notaries – Ministry of the Peoples' Power for Interior Relations and Justice, Nomenclature: 364.2012.2.1222, for Bs. 91.80; Duties and Register fees for the issue of this Certified Photocopy, dated and stamped, April 27, 2012. ----

(Header): Dr. Rodulfo A. Celis Vargas. Inpreabogado (Lawyers' Social Welfare Institute, by its acronym in Spanish) No. 10,184. Tel.: 0416-755-713, Barquisimeto, Lara State. Email:rodolfocelis@hotmail.com". (Signed): Illegible.

Translator's Note (T.N.):This same header appears at the top of the next page.

Wet ink stamp that reads: "Received: 11/14/06. Offered: 11/17/06. Amount: 172,992. Form: 111865. Signature (Initialed): Illegible. (Number): Eight (8).

Citizen

First Trade Registrar of the Judicial Circumscription in and for Lara State

At your Office.-

I, Rodulfo A. Celis Vargas, Venezuelan, of legal age, bearer of identity card No. V-1,536,613, practicing attorney, from this domicile and registered at the Inpreabogado under No. 10,184, acting in my capacity as Legal Counsel for the Company from this domicile, "SIESCOM, C.A." and duly authorized for this act, very respectfully come before you and expound: In accordance with the provisions of Article 215 of the Commerce Code, I am presenting the original of the document of incorporation of the company I represent, duly signed by all the partners, to you, which has been drawn up with sufficient amplitude such that it serves as Certificate of Incorporation and By Laws, with the purpose that, prior compliance with all the legal formalities, that you instruct its inscription in the Register that you are responsible for, and its corresponding posting and publication. I certify that the Company's subscribed capital is SIX MILLION BOLIVARS (Bs. 6,000,000), which has been totally paid as verified by the bank, and the attached Opening Balance Sheet. I request, that once the

REPUBLICA BOLIVARIANA DE VENEZUELA
BOSS JONES BRUNER
PUBLIC RELATIONS OFFICER
ENGLISH - SPANISH
GACETA OFICIAL N° 38.519
DATE 11-17-06

above-mentioned document is registered, that a certified copy of the same be issued to me for the purpose of its legal publication. In Barquisimeto, on the date of its presentation.

Per the Company, "SIESCOM, C.A."

(Signed): Illegible. Rodulfo A. Celis Vargas, Atty.

(Footer): Wet ink stamp that reads: " Trade Register I – Reviewed by: Illegible – Date: 11/17/06 – Approved: (Blank) – Date: (blank)". Also appearing at the foot of the page, photocopy of two Fiscal Income Stamp, valued at 0.01 U.T. (Tax Units, by its initial in Spanish), duly stamped on Nov. 17, 2006. -----

Comes from: 111865

First Trade Register of the Judicial Circumscription in and Lara State

Barquisimeto, November Seventeenth (17), Two Thousand Six. 196th and 147th.

The preceding participation is given as presented. As the Legal requirements have been complied with, let it be inscribed in the Trade Register together with the document that has been presented, post and publish the respective entry, form the File for the Company and archive the original and all attached required material.

Issue the Copy for Publication. The preceding document was drafted by the Attorney: Rodulfo Celis.

It is inscribed in the Trade Register under No.: 38, Folio: 181, Volume: 68A.

Duties paid: Bs. 172,992.00 Cash + 171,024.00 LTF (Fiscal Income Stamp Act, by its initials in Spanish) according to form No. 0000111865 and 111865.

Identification was carried out as follows:

Rodulfo Celis Vargas with Id. Card No. 1536613

(Signed): First trade Registrar, Juliht M. Ange. R., Attorney. Wet ink stamp seal (photocopy) that reads: "Bolivarian Republic of Venezuela – Ministry of the Interior and Justice – First Trade Register of the Judicial Circumscription in and for Lara State, (Crest)". This same photocopied seal appears on the top right hand corner of this page., and agian on the bottom of the page, cancelling four (4) photocopied Fiscal income stamps, each valued at 0.01 U.T.

Belongs to: Siscom C.A.

11/17/06

Time: 14:34:02. -----

(Header): Letterhead of Dr. Rodulfo A. Celis Vargas, described on the previous page. (Initialed): Illegible. On the top right hand corner, two (02) Fiscal Income Stamps valued at 0.01 U.T., duly cancelled on No. 17, 2006. (Number) Ten (10).

ESTADO LIBRE ASOCIADO DE PUERTO RICO
PUBLIC OFFICE OF THE GOVERNOR
ENGLISH SPANISH
GACETA OFICIAL N° 38,818
DATED 11-SEP-19

We: **ALEJANDRO ANTONIO CELIS CARRERO** and **GERARDO ALBERTO ARTIGAS TORRES**, Venezuelans, of legal age, single, Electronic Engineers in Computer Technology, by profession, from this domicile, and bearers of Identity Card Nos. V-15,207,282 and 16,641,112, respectively, declare: that we have agreed to incorporate, as in effect we have incorporated a Company whose organization and running will be ruled by the provisions set forth in this document, which has been drawn up with sufficient amplitude such that it serves as both Certificate of Incorporation and By Laws of the Company, and reads as follows:

Chapter I

Of the Name, Object, Domicile, and Duration

First: The Company shall be named "**SIESCOM, C.A.**".

Second: Its domicile shall be in the City of Barquisimeto, Lara State; notwithstanding, it may establish branches, agencies or offices in any other part of the national territory and/or abroad, as the Board of Directors may see fit.

Third: The principal object of the Company shall be the purchase, sale, importation, exportation, and distribution of all sorts of electronic equipment, computer and information technology, parts and accessories, consequently being able to market and carry out all sorts of business activities related to its principal object. In the same manner, the company may have the representation of any firm, national or foreign, and in general, any other licit commercial operations or activities without any limitation.

Fourth: The duration of the company shall be fifty (50) years counting from the date of its inscription in the corresponding Trade Register.

Chapter II

Of the Capital, Shares, and Shareholders.

Fifth: The Share Capital of the Company is SIX MILLION BOLIVARS (Bs. 6,000,000.00), divided into SIXTY (60) SHARES, with a value of ONE HUNDRED THOUSAND BOLIVARS (Bs. 100,000.00) each; which shall always be nominative, and never may be given any other nature.

Sixth: The Share capital of the company has been subscribed and paid in the following manner: **ALEJANDRO A. CELIS CARRERO** has subscribed thirty (30) shares for an amount of THREE MILLION BOLIVARS (Bs. 3,000,000.00) and has paid one hundred percent (100%), that is the sum of THREE MILLION BOLIVARS (Bs. 3,000,000.00), and **GERARDO A. ARTIGAS TORRES** has subscribed thirty (30) shares for an amount of THREE MILLION BOLIVARS (Bs. 3,000,000.00) and has paid one hundred percent (100%), that is the sum of THREE MILLION BOLIVARS (Bs. 3,000,000.00).

The capital paid in by the shareholders consists of movable property, as evidenced by the bank voucher and the Opening Balance Sheet that accompany this document.

Seventh: The shares that make up the share capital of the Company are of a nominative nature, not convertible into bearer shares, and confer their owners with equal rights and obligations. They shall also have preemptive rights in front of third parties for the acquisition of the shares in the case of their disposal or dation in payment with these, not recognizing but one owner for each share, and its ownership is proven by the inscription in the Shareholders' Book, in accordance with the provisions set forth in the Commerce Code. In the cases where the share capital is increased, the shareholders shall have preemptive rights for the subscription of the new shares, in proportion to their percentage in the shares.

Eighth: None of the shareholders of the company may sell, transfer and in general, dispose of or encumber, even offer for sale or guarantee all or part of their shares, without giving prior notice in writing to the Board of Directors of the company, regarding desire to carry out any such operations. The Board of Directors shall transmit such communication to the other shareholders of the company, sending notice to their registered address. If upon the expiration of thirty (30) days, the owner who wants to sell, transfer, give in payment or pledge his shares, has not received notice through the Board of Directors, of acceptance from the other shareholders for the total number or part of the shares which he wishes to negotiate, he may be able to offer them for sale, transfer or give them in guarantee, and to carry out the proposed operation with persons who are not shareholders of the Company, under conditions that are not less than those appearing in the notice which had been given to the other shareholders through the Board of Directors of the Company. No transfer, disposition or pledge of the Company shares will take effect and not shall be valid if these express conditions have not been met, additionally protecting the corresponding actions and rights in favor of those who may have suffered damages.

Chapter III

Of the Shareholders' Meetings.

Ninth: The Shareholders' Meeting is the supreme governing body of the Company, and its decisions shall be binding for all the partners, even if they had not convened at the meeting or dissented. The maximum direction and representation of the company corresponds to it, and it shall determine its mode of management. It may be ordinary (*a general meeting*) or extraordinary. Every shareholder may make himself be represented at the Meeting by a

representative through a duly accredited proxy, letter, or telegram addressed to the Board of Directors.

Tenth: The Company's General Meeting shall be held annually within sixty (60) days following the end of each economic year, and it shall have the following attributions: 1. - Designate the members of the Board of Directors and fix their remuneration; 2. - Designate the Commissar and his replacement; 3.- Recognize and decide regarding the Board of Directors' Annual Report; 4.- Approve the Company's annual budgets and plans; 5.- Approve, reject, or modify the Company's Balance Sheet and Statement of Profit and Loss, having first reviewed the Commissar's Report; 6.- Decide regarding any other matter related to the attributions contained in this clause, in accordance with the Law.

Eleventh: The Ordinary and Extraordinary Meetings of the Shareholders shall be understood to have been validly constituted when, prior compliance with the requirements for its notification, a number of shareholders equal to at least sixty percent (60%) of the share capital are represented, notwithstanding the dispositions set forth in the Thirteenth Clause of these By Laws.

Twelfth: Extraordinary Meetings shall be held each time it is warranted or required in the interests of the Company, and the Board of Directors, the President, or a petition of twenty percent (20%) of the shareholders so determines it.

Thirteenth: Notice of the Shareholders' Meetings shall be formulated by any of the members of the Board of Directors, by means of a direct communication with the shareholders or their representatives, or published in a newspaper with daily circulation within the locality. In either of the two cases, these shall be issued no less than five (5) days prior to the date the meeting is to be held. If on the date set forth in the Notice of the Meeting, a number of shareholders who represent at least sixty percent (60%) of the share capital is in assistance, it shall be convened for a second time in the same terms, and this meeting shall be considered validly constituted with fifty one percent (51%) of the share capital. Minutes of the deliberations, agreements, and resolutions shall be taken and signed by all those assisting. All the decisions taken at the Meeting shall be resolved with the vote of no less than fifty one percent (51%) of the share capital of the Company. Notice of the Meeting shall be unnecessary with the presence of the totality of the shareholders at any Ordinary or Extraordinary Meeting.

Chapter IV

Of the Administration

Fourteenth: The Company shall be directed and administrated by a Board of Directors composed of two (2) Directors, with the following denomination: One (1) Executive Director and one (1) Administrative director. The members of the

Board of Directors shall last five (5) years in their functions, and must perform their position until they are replaced, and they may or may not be shareholders of the Company. Each one of the Directors must deposit five (5) shares in the Company in the Coffers, in compliance with Article 244 of the Commerce Code. The Board of Directors shall resolve by majority vote and shall meet as often as it deems necessary.

Fifteenth: The Directors, acting jointly or separately shall have the management of the Company's business, and are authorized to carry out all acts of administration and disposition that its management requires. They specially have the following attributions: a) Decide as to the ordinary and extraordinary expenses that are required; b) Perform the most ample vigilance and control over the Company's business and accounting; c) Give notice for the celebration of the Ordinary or Extraordinary Meeting; d) Attend to everything related to the designation and dismissal of the employees, and general management of the Company; e) Enter into any type of contract or business inherent to the Company's object; f) Open, close, and move bank accounts, accept, endorse, guarantee, issue bills of exchange and other securities, sign and endorse checks and promissory notes; g) Name and remove the Company's Legal Counsel, as well as confer and revoke powers of attorney to lawyers or managers; h) Obligate the Company in everything related to the daily business, and perform all the powers and functions that have not been especially attributed to the Shareholders' Meeting and any of the other Company's bodies; i) All those attributions that the General Meeting confers to them, and those indicated in this Charter of incorporation and the Law.

Chapter V

Of the Commissar

Sixteenth: The Company shall have a Commissar. He shall last three (3) years in his functions, and may be reelected by the General Meeting.

Seventeenth: The Commissar shall have the unlimited right of inspection and vigilance over all the Company's operations and may examine the books, correspondence and in general, all its documents.

Eighteenth: The Commissar's attributions are: a) Review the Balance Sheets, and issue his opinion; b) Watch over the compliance on the part of the directors regarding their obligations; c) In general, comply with the attributions imposed by the Commerce Code.

Chapter VI

Of the Fiscal Year, Balance Sheets, Reserves, and Profits

Nineteenth: The Company's fiscal year shall end on December 31, each year, on which date a general inventory shall be performed, and a Balance of the

Company shall be prepared, exactly determining its profits and losses. This balance shall be presented for the consideration of the General meeting of the Shareholders together with the Directors' report and the Commissar's Report.

Twentieth: In order to determine the profits, the corresponding general expenses, interest, patents and allowances shall be deducted to cover national and municipal taxes. The remainder shall be distributed as follows: a) Firstly, an allowance of five percent (5%) shall be set aside for the legal reserve fund until it reaches ten percent (10%) of the share capital; b) the Company's employee profit sharing shall be paid; c) the remainder shall be kept at the disposition of the General Meeting of the Shareholders until it decides regarding its utilization.

Chapter VII

Of the Dissolution and Liquidation of the Company

Twenty first: In case of the Company's dissolution, the General Meeting of the Shareholders, deciding the dissolution shall name the liquidators. The liquidators shall have the authority and shall be subject to the obligations set forth in Articles 349 and 350 of the Commerce Code, except when the Meeting of the Shareholders that has decided the dissolution deems the necessity for more ample powers.

Chapter VIII

Complementary Dispositions

Twenty second: The Company shall have one or more corporate seals, whose form, inscription and use shall be determined by the Directors, without which the Company shall not be obligated.

Twenty third: Anything not specially provided for in this Charter of Incorporation and By Laws shall be ruled by the corresponding dispositions of the Commerce Code.

Twenty fourth: The following shareholders have been designated as Directors, forming the Board of Directors: EXECUTIVE DIRECTOR, ALEJANDRO A. CELIS CARRERO and ADMINISTRATIVE DIRECTOR, GERARDO A. ARTIGAS TORRES, both fully identified.

Twenty fifth: The citizen, Leidy J. Galvis C., Venezuelan, of legal age, bearer of identity Card No. 13,867,398, from this domicile, and registered in the College of (Public) Accountants under No. 53,874, has been designated Commissar.

Twenty sixth: The citizen, RODULFO A. CELIS VARGAS, bearer of Identity Card No. 1,536,613, who, at the same time has been designated Legal Counsel for the Company, is authorized to present this notification to the Trade Register for the purpose of its corresponding registration, inscription and publication, and to sign the protocols and any other documents as may be required.

ROSS-JONES MEYER
PUBLIC INTERPRETER
ENGLISH - SPANISH
GACETA OFICIAL Nº 28.518
DATED 11-SEPT-06

In Barquisimeto, on the twenty sixth (26th) day of the month of October, two thousand six (2006).

(Signed): Illegible, 15,207,282; Illegible, 16,641,112. -----

(Coat of Arms)

Bolivarian Republic of Venezuela

Ministry of the Peoples' Power for Interior relations and Justice

Autonomous Service of Registers and Notaries

First Trade Register in and for Lara State

RM No. 346

202nd and 153rd

Iribarren Municipality, April 27, 2012

Received, on this date, four (04) useful folios. Add this request to the Company File. Issue a certified copy with the insertion of this Writ. Duties were cancelled as per receipt No. 36400078043.

The undersigned certifies that the preceding Certified Photocopy is a true and exact copy of those inserted in File No. 63492, and that were cancelled according to form No. 364.2012.2.1222.

(Signed): Illegible

Jose Ramon Dudamel Mendez, Atty.

This page belongs to SIESCOM, C.A.

File Number: 63492.

Affixed, nineteen (19) Fiscal Income Stamps, valued at 0.01 U.T. each, duly cancelled by the wet ink stamp seal of the SAREN, described above.

(Footer): Logo of the SAREN, described, above.

This is a true translation of the attached document, written in the Spanish language, translation which I am making at the request of the interested party in the city of Caracas, today, May 7, 2012.-----

REPUBLICA BOLIVARIANA DE VENEZUELA
RAYMOND FRED
ROSS-JONES MEYER
PUBLIC INTERPRETER
ENGLISH - SPANISH
GACETA OFICIAL Nº 28.518
DATED 11-SEPT-06

Dr. Rodolfo A. Celis Vargas

INPREABOGADO No. 10.184

DATA - 7533713 - Barquisimeto - Edo. Lara - Venezuela

E-mail: rodolfo celis@hotmail.com



103/10

Nosotros: **ALEJANDRO ANTONIO CELIS CARRERO y GERARDO ALBERTO ARTIGAS TORRES**, venezolanos, mayores de edad, solteros, de profesión Ingenieros Electrónicos en Computación, de este domicilio y titulares de las cédulas de identidad Nos V- 15.207.282 y 16.641.112 respectivamente, declaramos: que hemos convehdido en constituir, como en efecto constituimos una Compañía Anónima cuya organización y funcionamiento se regirán por las disposiciones contenidas en este documento, el cual ha sido redactado con suficiente amplitud para que sirva a la vez de Acta Constitutiva y Estatutos Sociales de la compañía y es del tenor siguiente:

CAPITULO I DE LA DENOMINACION, OBJETO, DOMICILIO Y DURACION

PRIMERA: La Compañía se denominará "**SIESCOM, C.A.**". **SEGUNDA:** Su domicilio será la ciudad de Barquisimeto Estado Lara; no obstante, podrá a juicio de la Junta Directiva establecer sucursales, agencias u oficinas en cualquier otro lugar del territorio nacional y/o en el exterior.

TERCERA: El objeto principal de la Compañía será la compra, venta, importación, exportación y distribución de toda clase de equipos electrónicos, de computación e informáticos, partes y accesorios, pudiendo en consecuencia comercializar y realizar toda clase de negocios relacionados con su objeto principal. De igual forma, la compañía podrá tener la representación de cualquier firma, nacional o extranjera, y en general cualesquiera otras operaciones o actividades de lícito comercio sin limitación alguna.

CUARTA: La duración de la compañía será de cincuenta (50) años contados a partir de la fecha de su inscripción en el Registro Mercantil correspondiente.

CAPITULO II DEL CAPITAL, ACCIONES Y ACCIONISTAS

QUINTA: El capital social de la Compañía es de **SEIS MILLONES DE BOLIVARES (Bs 6.000.000,00)**, dividido en **SESENTA (60) ACCIONES**, con un valor de **CIENT MIL BOLIVARES (Bs.100.000,00)** cada una de ellas; las cuales serán siempre nominativas, sin que pueda dárseles en forma alguna otro carácter.

SEXTA: El capital social de la compañía ha sido suscrito y pagado de la forma siguiente: **ALEJANDRO A. CELIS CARRERO** ha suscrito treinta (30) acciones por la cantidad de **TRES MILLONES DE BOLIVARES (Bs 3.000.000,00)** y ha pagado el cien por ciento(100%), es decir la suma de **TRES MILLONES DE BOLIVARES (Bs 3.000.000,00)** y **GERARDO A. ARTIGAS TORRES** ha suscrito treinta (30) acciones por la cantidad de **TRES MILLONES DE BOLIVARES (Bs 3.000.000,00)** y ha pagado el cien por ciento(100%), es decir la suma de **TRES MILLONES DE BOLIVARES (Bs 3.000.000,00)**.

El capital pagado por los accionistas está formado por bienes muebles, según constancia bancaria y Balance de Apertura que se acompañan.

SEPTIMA: Las acciones que conforman el capital social de la Compañía son de carácter nominativo, no convertibles al portador y confieren a su titular iguales derechos y obligaciones. También tendrán derecho preferente ante terceros para adquirir las acciones en caso de enajenación o dación en pago de ellas, no reconociéndose sino un solo propietario por cada acción y su titularidad se prueba con la inscripción en el Libro de Accionistas de conformidad con lo establecido en El Código de Comercio. En los casos de aumento de capital social, los accionistas

tendrán derecho preferente para la suscripción de las nuevas acciones, en proporción a su participación en el paquete accionario.

OCTAVA: Ninguno de los tenedores de acciones de la Compañía podrá vender, traspasar y en general, enajenar o pignorar, ni aun ofrecer en venta o garantía la totalidad ni parte de sus acciones, sin antes dar aviso por escrito a la Junta Directiva de la Compañía, su deseo de llevar a cabo cualesquiera de dichas operaciones. La Junta Directiva deberá transmitir esa comunicación a los demás accionistas de la Compañía, enviando el aviso a la dirección que tengan registrada. Si al vencimiento de treinta (30) días el propietario que desea vender, traspasar, dar en pago o pignorar sus acciones, no recibiera por conducto de la Junta Directiva la aceptación correspondiente de los otros accionistas por el total de acciones por las cuales desea efectuarse la operación o parte de ellas, podrá proceder a ofrecerlas en venta, traspasarlas o darlas en prendas, y llevar a efecto la operación proyectada con personas que no sean accionistas de la Compañía, en condiciones que no sean inferiores a las que aparecieron en el aviso que hubiere dado a los otros accionistas a través de la Junta Directiva de la Compañía. No surtirá efecto ni será válida ninguna enajenación, disposición o pignoración de las acciones de la Compañía si no se han cumplido las prescripciones expresadas, quedando a salvo, además, las correspondientes acciones y derechos a favor de quienes resultaren perjudicados.

CAPITULO III DE LA ASAMBLEA

NOVENA: La Asamblea de Accionistas es el órgano supremo de la Compañía y sus acuerdos serán obligatorios para todos los socios, aún cuando no hubieren concurrido a la asamblea o salvado su voto. A ella le corresponde la máxima dirección y representación de la Sociedad, y determinará el modo de gestión de la misma. Podrá ser ordinaria o extraordinaria. Todo accionista podrá haberse representar en la Asamblea mediante mandatario debidamente acreditado por poder, carta o telegrama dirigido a la Junta Directiva.

DECIMA: La Asamblea General Ordinaria se celebrará anualmente dentro de los sesenta (60) días siguientes al término de cada ejercicio económico de la Compañía y tiene las siguientes atribuciones: 1.- Designar a los miembros de la Junta Directiva y fijar su remuneración; 2.- Designar el Comisario y su Suplente; 3.- Reconocer y resolver sobre el Informe Anual de la Junta Directiva; 4.- Aprobar los presupuestos y planes anuales de la Empresa; 5.- Aprobar, improbar o modificar el Balance General y el Estado de Ganancias y Pérdidas de la Empresa, visto previamente el Informe del Comisario; 6.- Decidir sobre cualquier otro asunto conexo con las atribuciones contenidas en esta cláusula, de conformidad con la Ley.

DECIMA PRIMERA: Se entenderán válidamente constituidas las Asambleas Ordinarias y Extraordinarias cuando previo cumplimiento de los requisitos para su convocatoria se encuentren representados en ellas un número de accionistas que representen por lo menos el sesenta por ciento (60) del capital social, salvo lo establecido en la cláusula Décima Tercera de estos Estatutos.

DECIMA SEGUNDA: Las Asambleas Extraordinarias se celebrarán cada vez que lo amerite o requiera el interés de la Sociedad y así lo determine la Junta Directiva, su Presidente o a petición del veinte por ciento (20%) de los accionistas.

DECIMA TERCERA: Las convocatorias que se hagan para la Asambleas de Accionistas serán formuladas por cualquiera de los miembros de la Junta Directiva, mediante comunicación directa a los accionistas o a sus representantes, o publicadas en un periódico de circulación diaria de la localidad. En cualquiera de ambos casos se expedirán con no menos de cinco (5) días de anticipación a la

once 11/1

fecha en que deba reunirse la Asamblea. Si el día fijado en la convocatoria para que tenga lugar Asamblea no hubiere concurrido un número de accionistas que representen por lo menos el sesenta por ciento (60) del capital social se convocará por segunda vez en los mismos términos y esta reunión se considerará válidamente constituida con el cincuenta y uno por ciento (51%) del capital social. De las deliberaciones, acuerdos y resoluciones se dejará constancia mediante acta que será firmada por todos los concurrentes. Todas las decisiones tomadas en Asamblea se resolverán con el voto no menor de cincuenta y uno por ciento (51%) del capital social de la Compañía. La presencia de la totalidad de los accionistas en cualquier Asamblea Ordinaria o Extraordinaria hace innecesaria la convocatoria.

CAPITULO IV DE LA ADMINISTRACION

DECIMA CUARTA: La Compañía será dirigida y administrada por una Junta Directiva compuesta de dos (2) Directores, con la siguiente denominación: un (1) **Director Ejecutivo** y un (1) **Director Administrativo**. Los miembros de la Junta Directiva durarán cinco (5) años en sus funciones, debiendo desempeñar su cargo hasta ser reemplazados y podrán ser o no accionistas de la Compañía. Cada uno de los Directores de ser accionistas deberá depositar o hacer depositar en la Caja Social cinco (5) acciones, a los fines previstos en el Artículo 244 del Código de Comercio. La Junta Directiva resolverá por mayoría de votos y se reunirá cuantas veces lo crea necesario.

DECIMA QUINTA: Los Directores actuando conjunta o separadamente tendrán el manejo de los negocios de la Compañía y están autorizados para todos los actos de administración y disposición que requiera la gestión de ella. Tienen especialmente las siguientes atribuciones: a) Acordar los gastos ordinarios o extraordinarios que se requieran; b) Ejercer las más amplia vigilancia y control sobre los negocios y contabilidad de la Compañía; c) Ordenar la convocatoria de la Asamblea Ordinaria y Extraordinaria; d) Atender todo lo relacionado con el nombramiento y despido de los trabajadores y manejo en general de la compañía; e) Celebrar cualquier tipo de contrato o negocios inherentes al objeto de la Compañía; f) Abrir, cerrar y movilizar cuentas bancarias, aceptar, endosar, avalar, librar letras de cambio y demás títulos valores, firmar y endosar cheques y pagarés. g) Nombrar y remover el Asesor Legal de la Compañía, así como conferir y revocar poderes a abogados o gerentes; h) Obligar a la Compañía en todo lo referente a los negocios diarios y ejercer todas las facultades y funciones que no estén atribuidas especialmente a la Asamblea de Accionistas y a otros órganos de la Compañía; i) Todas aquellas otras atribuciones que la Asamblea les confiera y las que le señale esta Acta Constitutiva y la Ley.

CAPITULO V DEL COMISARIO

DECIMA SEXTA: La Compañía tendrá un Comisario. Durará tres (3) años en sus funciones, y podrá ser reelegido por la Asamblea General.

DECIMA SEPTIMA: El Comisario tendrá derecho ilimitado de inspección y vigilancia sobre todas las operaciones de la Compañía y podrá examinar los libros, las correspondencias y en general todos los documentos de la misma.

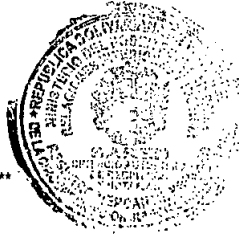
DECIMA OCTAVA: Son atribuciones del Comisario: a) Revisar los Balances y emitir su Informe; b) Velar por el cumplimiento por parte de los directores de los deberes que les son propios; c) En general cumplir con las atribuciones que le impone el Código de Comercio.





REPÚBLICA BOLIVARIANA DE VENEZUELA

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



SERVICIO AUTÓNOMO DE REGISTROS Y NOTARIAS.
REGISTRO MERCANTIL PRIMERO DEL ESTADO LARA

RM No. 364
202° y 153°

FILED
12 MAY 29 PM 3:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

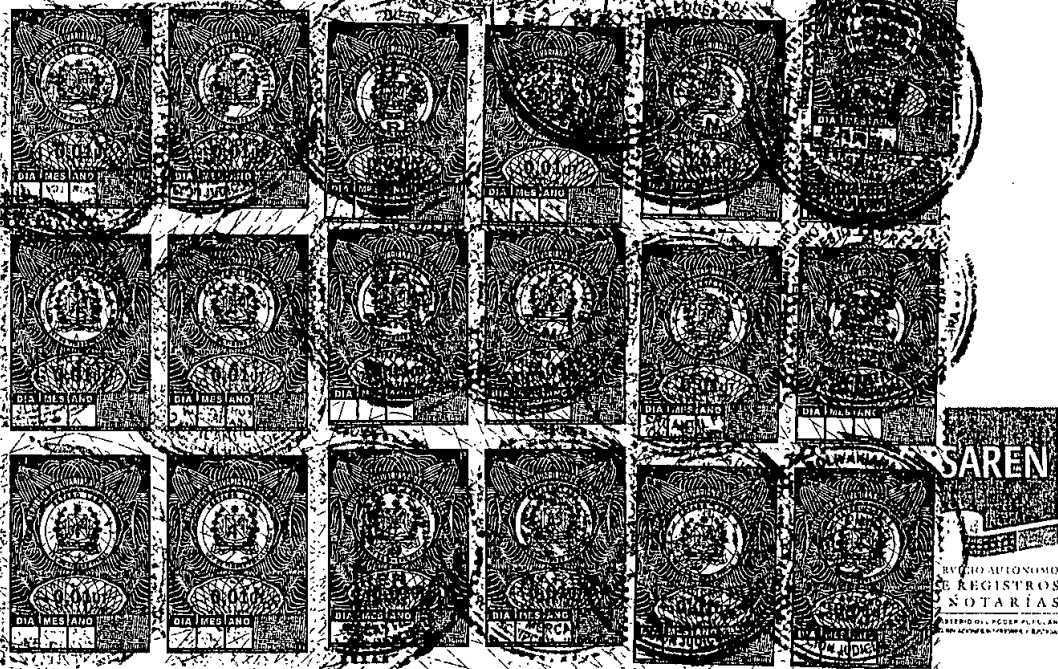
Municipio Iribarren, 27 de Abril del año 2012

Por recibido en esta misma fecha constante de **cuatro (4)** folio(s) útil(es). Agrégase la solicitud al expediente de la Compañía. Expídase copia certificada con inserción del presente Auto. Los derechos arancelarios fueron cancelados según Recibo Número: **36400078043**

Quien suscribe hace constar que la anterior **Copia Certificada Fotostática** es copia fiel y exacta de los que corren insertos al expediente número: **63492** las cuales fueron canceladas según planilla RM N°: **364.2012.2.1222**

Registrador Mercantil
Abogado JOSE RAMÓN DUDAMEL MÉNDEZ

ESTA PÁGINA PERTENECE A:
SIESCOM, C.A
Número de expediente: **63492**



IRIBAREN
SERVICIO AUTÓNOMO DE REGISTROS Y NOTARIAS
MINISTERIO DEL PODER POPULAR PARA RELACIONES INTERIORES Y JUSTICIA