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TALLAHASSEE, FLORIDA

06/29/12

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: GRUPO IN-BOND, 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:

Michael Ortiz, Esq.
Name of Person

Michael Ortiz, P.A.
Firm/Company

1430 S. Dixie Highway, Suite 321
Address

Coral Gables, FL 33146
City/State and Zip code

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

For further information concerning this matter, please call:

Michael Ortiz, Esq. at (305) 665-5270
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:

- [x] \$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. Grupo In-Bond, 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. None
(FEI number, if applicable)

4. October 18, 2005
(Date of incorporation)

5. 2025
(Duration: Year corp. will cease to exist or "perpetual")

6. This corporation has not transacted business in Florida prior to registration.
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1430 S. Dixie Highway, Suite 321, Coral Gables, FL 33146
(Principal office address)

Same as above
(Current mailing address)

8. To transact all lawful business
(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: Michael Ortiz, Esq.

Office Address: 1430 S. Dixie Highway, Suite 321

Coral Gables, Florida 33146
(City) (Zip code)

12 JUN 28 PM 4:00

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: Juan Rodriguez Lopez

Address: c/o 1430 S. Dixie Highway, Suite 321

Coral Gables, FL 33146

Vice Chairman: ______

Address: ______

______

Director: ______

Address: ______

______

Director: ______

Address: ______

______

B. OFFICERS

President: Juan Rodriguez Lopez

Address: c/o 1430 S. Dixie Highway, Suite 321

Coral Gables, FL 33146

Vice President: Carlos Alberto Quevedo

Address: c/o 1430 S. Dixie Highway, Suite 321

Coral Gables, FL 33146

Secretary: Michael Ortiz

Address: 1430 S. Dixie Highway, Suite 321, Coral Gables, FL 33146

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. Michael Ortiz Secretary

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

SEVEN LANGUAGES TRANSLATING SERVICES, INC.
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12 JUN 28 PM 1:00
TALLAHASSEE, FLORIDA

CERTIFICATE OF TRANSLATION

STATE OF FLORIDA }
}
COUNTY OF MIAMI-DADE }

BEFORE ME, on this day, personally appeared JOSEPH RICHARD PEREZ on behalf of SEVEN LANGUAGES TRANSLATING SERVICES, INC., who being duly sworn, deposes and says that he is fully versed in both the SPANISH and ENGLISH languages, that he is a Federal Court certified interpreter in English and Spanish and that he is a qualified and experienced translator from each of said languages to the other; and that to the best of his knowledge and belief, the translation attached hereto consisting of 8 pages, is a true and accurate rendition of the original aforesaid and is the last of the attached.

JOSEPH RICHARD PEREZ

The foregoing instrument was acknowledged by me on this 27 day of June, 2012 Joseph Richard Perez personally appeared before me at the time of notarization. He is personally known to me and produced a driver's license as identification and he did take an oath.

Migdi Martin, Notary Public
State of Florida at Large

MIGDALIA MARTIN
Notary Public - State of Florida
My Comm. Expires Dec 17, 2013
Commission # EE 96341

NOTARY PUBLIC STATE OF FLORIDA

The utmost care has been taken to ensure the accuracy of all translations. Seven Languages Translating Services and its employees shall not be liable for any damages due to negligence or error in typing or translation.

OFFICES IN MIAMI • FT. LAUDERDALE • ORLANDO • TOKYO
19 W. FLAGLER ST. • SUITE 806 • MIAMI, FLORIDA 33130
DADE (305) 374-6761 • 24 HR. FAX (305) 374-0339 • 1-800-374-6761

[Round Seal: Fifth (5th) Commercial Registry, Capital District, State of Miranda, Ministry of the Interior and Justice, Bolivarian Republic of Venezuela]

515014

[Coat of arms of Bolivarian Republic of Venezuela]
FIFTH COMMERCIAL REGISTRY
OF THE JUDICIAL CIRCUIT OF THE CAPITAL DISTRICT AND STATE OF MIRANDA

Gisela Rangel

5th Civil Registrar

Of the Judicial Circuit of the Capital District and State of Miranda

[Round seal: Fifth (5th) Commercial Registry, Capital District, State of Miranda, Ministry of the Interior and Justice, Bolivarian Republic of Venezuela]

CERTIFIES

That the entry in the Commercial Registry transcribed below whose original is found in

Volume 1198A Number 89 as well as the

ANNOUNCEMENT, NOTE, AND DOCUMENT

transcribed immediately thereafter, are a true and correct copy of the original documents which read as follows:

FILED
12 JUN 28 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFIED TRANSLATION
PREPARED BY
SEVEN LANGUAGES, INC.

[Handwritten: *Villamizar*
/illegible signature/
107.109]

Citizen
Fifth Commercial Registrar of the Judicial Circuit
of the Capital District and State of Miranda
Office.

515014

I, JENNY MENESES, a Venezuelan citizen, of legal age, a resident of this jurisdiction, civil status single, bearer of national identification card No. V-15.838.412, sufficiently authorized to perform this act, appear before you to record the following document, consisting of the articles of incorporation of the Commercial Company **"GRUPO IN-BOND, C.A.,"** which in turn shall serve as the corporate by-laws of said commercial company. I hereby request that you order its recording, registration, posting, and archiving in this Registry Office, and I also request the issuance of a certified copy of the Minutes attached to this announcement for purposes of the legally required publication. Let justice be done in the Capital District and State of Miranda upon the date of submission.

/illegible signature/ /illegible signature/

[The following round seal: Fifth (5th) Commercial Registry, Capital District, State of Miranda, Ministry of the Interior and Justice, Bolivarian Republic of Venezuela—has been affixed twice (2) on the left margin of this page.]

[The following round seal: Fifth (5th) Commercial Registry, Capital District, State of Miranda, Ministry of the Interior and Justice, Bolivarian Republic of Venezuela-- has been affixed twice (2) on one (1) illegible documentary tax stamp dated 17 October 2005]

12 JUN 28 PM 4:00
TALLAHASSEE, FLORIDA

CERTIFIED TRANSLATION
PREPARED BY
SEVEN LANGUAGES, INC.

[Round Seal: Fifth (5^{th}) Commercial Registry, Capital District, State of Miranda, Ministry of the Interior and Justice, Bolivarian Republic of Venezuela]

[Coat of arms of Bolivarian Republic of Venezuela]
FIFTH COMMERCIAL REGISTRY
OF THE JUDICIAL CIRCUIT OF THE CAPITAL DISTRICT AND STATE OF MIRANDA

[The following round seal: Fifth (5^{th}) Commercial Registry, Capital District, State of Miranda, Ministry of the Interior and Justice, Bolivarian Republic of Venezuela—has been affixed twice (2) on the left margin of this page.]

Caracas, on this the eighteenth (18th) day of October, two thousand five (2005)2005, Years 195^{th} of the Independence and 146^{th} of the Federation.

Upon presentation of the preceding announcement and having been satisfied all legal requirements, please record same in the Commercial Registry together with the document submitted; posted and publish the corresponding entry; create a file and archive the original together with a copy of the By-laws and other attached supporting documents. Issue a certified copy with the insertion of this order for the purposes of its publication. Issue a copy in order to comply with the provisions of Art. 226 of the Code of Commerce

The preceding document, drafted by: **ALBERTO VILLAMIZAR**

Is entered under No. **89**	Volume **1198A**
Tariff Fees: Bs. **249837**	pursuant to form No. **58007**
Tax fees: Bs. **399960**	pursuant to form No. **955581**

The identification was done as follows:

JENNY MENESES WITH NATIONAL IDENTIFICATION CARD No. V-15.838.412

/illegible signature/

Commercial Registrar

Dr. Gisela Rangel

[Round seal: Fifth (5^{th}) Commercial Registry, Capital District, State of Miranda, Ministry of the Interior and Justice, Bolivarian Republic of Venezuela]

(C) This page belongs to:

GRUPO IN-BOND C.A.

12 JUN 28 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFIED TRANSLATION
PREPARED BY
SEVEN LANGUAGES, INC.

[The following round seal: Fifth (5th) Commercial Registry, Capital District, State of Miranda, Ministry of the Interior and Justice, Bolivarian Republic of Venezuela—has been affixed twice (2) on the left margin of this page.]

We, **JUAN RODRIGUEZ LOPEZ and CARLOS ALBERTO QUEVEDO**, both Venezuelan citizens, of legal age, residents of this jurisdiction, the former civil status married and the latter single, bearers of national identification cards nos. V 5.979.828 and V 6.345.593, respectively, hereby declare: "That we have agreed to establish and we are in fact establishing a commercial company under the form of a **LIMITED STOCK COMPANY**, which shall be governed by the clauses of these Articles of Incorporation which shall in turn serve as the Corporate By-Laws of the company, which are set forth below:

Section One

Name, Domicile, Duration, and Purpose

First: The company shall be called "GRUPO IN-BOND, C.A."

Second: Its domicile shall be the city of Caracas, Capital District, without prejudice to establishing branches in other places of the Bolivarian Republic of Venezuela or abroad.

Third: The duration of the company shall be twenty (20) years counted from the date of its registration in the Commercial Registry, at which time its commercial operations shall begin. This duration may be extended or shortened by the General Assembly of Shareholders, and its liquidation shall be subject to the procedures established in the Code of Commerce in force.

Fourth: The company shall include as its purpose, but not be limited to, everything concerning customs agent services, international maritime and air commercial operations, the receipt of cargo and documents before the customs authority, the importation, transportation and exportation of merchandise, and, in general, everything concerning customs and transportation procedures, as well as the performance of any lawful commercial or industrial act, without any limitation whatsoever.

[The following round seal: Fifth (5th) Commercial Registry, Capital District, State of Miranda, Ministry of the Interior and Justice, Bolivarian Republic of Venezuela—has been affixed twice (2) on the right margin of this page.]

Section Two

Capital and Stock

Fifth: The capital of the company is the sum of **THIRTY MILLION BOLIVARS (Bs. 30,000,000.00),** divided into **ONE THOUSAND (1,000)** registered non-convertible bearer shares with a par value of **THIRTY THOUSAND BOLIVARS AND ZERO CENTS (Bs. 30.000.00)** each, underwritten and paid up as follows, as evidenced in an inventory of assets attached to these articles of incorporation. Mr. **JUAN RODRIGUEZ LOPEZ**, as identified above, is underwriting and paying up **FIVE HUNDRED (500) SHARES** with a par value of **THIRTY THOUSAND BOLIVARS (30,000.00)** each, which totals **FIFTEEN MILLION BOLIVARS (Bs. 15,000,000.00),** and **CARLOS ALBERTO QUEVEDO**, as identified above, is underwriting and paying up **FIVE HUNDRED (500) SHARES** with a par value of **THIRTY THOUSAND BOLIVARS (30,000.00)** each, which totals **FIFTEEN MILLION BOLIVARS (Bs. 15,000,000.00).**

Sixth: The shares are registered and give their owners equal rights proportional to the number of shares they possess, with each share corresponding to one (1) vote at the General Assembly of Shareholders. The shares cannot be assigned without first having been offered to the other shareholders. The intention to assign shares must be communicated to the other shareholders in writing, who shall have the right of first option to acquire them within a period of ten (10) days as of the date of the offer, with the understanding that the assignor shareholder is free to assign said shares upon expiration of said period if no one has made use of said right of first option.

Section Three

Management

Seventh: The company shall be managed and administered by one (1) President and one (1) Vice-President, who may or may not be shareholders of the company, and they shall be appointed to their offices for a period of five (5) years, and they may be reelected and shall remain in their respective offices until the Assembly of Shareholders appoints new directors. The President and Vice-President may act jointly and/or separately to bind the company in all acts.

CERTIFIED TRANSLATION
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Eighth: The powers of the Directors of the company shall be as ample as provided under the Code of Commerce for directors of limited stock companies with their respective duties. Among others, [the Directors] shave have the authority to represent the company before third parties and sign on its behalf any acts or documents concerning it, as well as the power to purchase, sell, encumber, dispose of, mobilize, open and close bank accounts, sign drafts, checks, and other commercial documents, receive monies and grant the respective releases, act as a plaintiff or defendant on behalf of the company before the Courts of the Republic, appoint judicial representatives, and delegate part of their functions to suitable persons.

Ninth: In order to comply with Article 244 of the Code of Commerce, before taking office, the Directors must deposit five (5) of their shares, marked with a stamp indicating their inalterability, until their management performance is approved.

Section Four

General Assemblies of Shareholders

Tenth: The legally constituted general assembly of shareholders is the supreme body of the company, represents the universality of it, and its decisions are binding, even on those shareholders who do not concur with them. The shareholders may be represented at the general assemblies of shareholders by proxy. A proxy does not have to be a shareholder. Decisions shall be adopted by the representation of fifty percent (50%) of the capital stock, except in those special cases provided under the Code of Commerce.

Eleventh: The General Assembly of Shareholders shall have the powers provided in the Code of Commerce and in these articles of incorporation. Normally, the [General Assembly of Shareholders] shall meet during the second fortnight of the month of February of each year, after a notice of meeting, which shall be published in the press at least five (5) working days in advance. The [General Assembly of Shareholders] shall hold extraordinary meetings when so required by the interests of the company or when a number of shareholders representing one fifth (1/5) of the capital stock file a request for this purpose before the Directors. The lack of a notice of meeting does not invalidate or affect the decisions made by the Assembly when the entirety of the capital stock is represented.

CERTIFIED TRANSLATION
PREPARED BY
SEVEN LANGUAGES, INC.

[The following round seal: Fifth (5th) Commercial Registry, Capital District, State of Miranda, Ministry of the Interior and Justice, Bolivarian Republic of Venezuela—has been affixed twice (2) on the right margin of this page.]

Section Five

Fiscal Year and Distribution of Profits

Twelfth: The fiscal year of the company shall begin on the date of its registration in the Commercial Registry and shall end on the thirty-first (31st) day of December, two thousand five (2005). Successive fiscal years shall begin on the first (1st) day of January and shall end on the thirty-first (31st) day of December of each year. On this latter date, the accounting books shall be closed, and the inventory and General Balance Sheet shall be prepared as established in the Code of Commerce.

Thirteenth: Profits shall be distributed as follows: five (5%) thereof shall be used to create a Legal Reserve Fund until said fund reaches ten percent (10%) of the total capital stock. The remainder shall be distributed among the shareholders in proportion to the number of paid shares they possess. The General Assembly of Shareholders may also choose to leave the profits in the company if its needs so require.

FINAL PROVISIONS

Fourteenth: The Company shall have one (1) statutory auditor with the powers conferred by the Code of Commerce, who shall be elected by the General Assembly of Shareholders and who shall remain in office for a period of five (5) years and may be reelected.

Fifteenth: The following appointments are hereby made: for the office of President, Mr. **JUAN RODRIGUEZ LOPEZ**, as identified above, and Mr. **CARLOS ALBERTO QUEVEDO**, as identified above, to the office of Vice-President of the Company. **ACCOUNTANT DIEGO LOPEZ AYALA**, a Venezuelan citizen, of legal age, bearer of national identification card no. V-12.626.564, registered in the Association of Public Accountants under no. CPC 61.261 in the State of Miranda, to the office of Statutory Auditor.

CERTIFIED TRANSLATION
PREPARED BY
SEVEN LANGUAGES, INC.

[The following round seal: Fifth (5th) Commercial Registry, Capital District, State of Miranda, Ministry of the Interior and Justice, Bolivarian Republic of Venezuela—has been affixed twice (2) on the left margin of this page.]

Sixteenth: Any and all matters not provided in this document shall be governed by the provisions of the Code of Commerce. This General Assembly of Shareholders authorizes Ms. **JENNY MENESES CONTRERAS**, bearer of national identification card no. V-15.838.412, as follows: 1. Sign the Book of the COMMERCIAL REGISTRY and comply with all formalities inherent to this Incorporation; 2. Proceed to the recording of this company on the Tax Information Registry (RIF) and obtain a Tax Information Number (NIT) before the competent region of SENIAT [National Comprehensive Tax Administration Service]; and 3. Carry out the procedures for approval of and application for a Business License or Economic Activity License before the respective municipality.

/illegible signature/
JUAN RODRIGUEZ LOPEZ

[/illegible rectangular stamp/]

/illegible signature/
CARLOS ALBERTO QUEVEDO

/illegible signature/
GISELA RANGEL
FIFTH (5TH) COMMERCIAL REGISTRAR

[Round seal: Fifth (5th) Commercial Registry, Capital District, State of Miranda, Ministry of the Interior and Justice, Bolivarian Republic of Venezuela]

12 JUN 23 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFIED TRANSLATION
PREPARED BY
SEVEN LANGUAGES, INC.

REGISTRO MERCANTIL V

DE LA CIRCUNSCRIPCIÓN JUDICIAL DEL DISTRITO CAPITAL Y ESTADO MIRANDA

515014

Dra. Gisela Rangel

Registrador Mercantil V

De la Circunscripción Judicial del Distrito Capital y Estado Miranda

CERTIFICA

Que el asiento de Registro de Comercio transcripto a continuación, cuyo original está inscrito en Tomo 1198 A Número 89 así como

PARTICIPACION, NOTA Y DOCUMENTO

que se copian de seguida, son translado fiel de sus originales, los cuales son del tenor siguiente.

12 JUN 28 PM 4:00

TALLAHASSEE, FLORIDA

Villamizar
107.149.

515014

Ciudadano.

Registrador Mercantil Quinto de la Circunscripción Judicial del Distrito Capital y Estado Miranda.

Su despacho.

Yo, JENNY MENESES, venezolana, mayor de edad, de este domicilio, de estado civil soltera, titular de las cédula de identidad N° V- 15.838.412, suficientemente autorizada para efectuar el presente acto, consigno ante usted el siguiente documento constitutivo de la Sociedad Mercantil "**GRUPO IN-BOND, C.A**", la cual a su vez servirá de estatutos sociales de la precitada sociedad mercantil. Ruego a usted, se sirva ordenar su inscripción, registro, fijación y archivo en esta Oficina de Registro, y solicito igualmente me sea expedida copia certificada del Acta acompañada de la presente participación a los fines de la Publicación de Ley. Es justicia que espero en el Distrito Capital y Estado Miranda a la fecha de su presentación.

12 JUN 28 PM 4:00

REGISTRO MERCANTIL V

DE LA CIRCUNSCRIPCIÓN JUDICIAL DEL DISTRITO CAPITAL Y ESTADO MIRANDA

Caracas, Dieciocho (18) de Octubre del 2005
195 y 146

Presentada la anterior participación y 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 y archívese original junto con el ejemplar de los Estatutos y demás recaudos acompañados. Expídase copia certificada con inserción del presente auto a los fines de su publicación. Líbrese copia a objeto de dar cumplimiento con lo establecido en el Art. 226 del Código de Comercio.

El anterior documento redactado por: **ALBERTO VILLAMIZAR**

Se inscribe bajo el Nro. 89 Tomo **1198 A**

Derechos arancelarios Bs. 249837 según planilla Nro. 58007

Derechos fiscales Bs. 399960 según planilla Nro. 955581

La Identificación se efectuó así:

JENNY MENESES CON CIN V-15.838.412

Registrador Mercantil V

Dra. Gisela Rangel

(C) Esta página pertenece a:

GRUPO IN-BOND C.A.

FILED
12 JUN 28 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Nosotros **JUAN RODRIGUEZ LOPEZ** y **CARLOS ALBERTO QUEVEDO**, quienes somos venezolanos, mayores de edad, de este domicilio, de estado civil casado el primero y soltero el segundo, titulares de la Cédula de Identidad N° V 5.979.828 y V.- 6.345.593 respectivamente, por medio del presente documento declaramos: "Que hemos convenido en formar como en efecto lo hacemos una sociedad mercantil bajo la forma de **COMPAÑÍA ANONIMA** , la cual se regirá por las cláusulas de la presente Acta Constitutiva que servirá a su vez de Estatutos Sociales de la empresa , y que a continuación se expresan:

Sección Primera

Denominación, Domicilio, Duración, y Objeto

Primera: La compañía se denominará **"GRUPO IN-BOND, C.A."**.

Segunda: Su domicilio será la ciudad de Caracas, Distrito Capital, sin perjuicio de establecer sucursales en otros lugares de la República Bolivariana de Venezuela o del Exterior.

Tercera: La duración de la compañía será de 20 años contando a partir de la fecha de su inscripción en el Registro Mercantil; oportunidad en la cual comenzará su giro comercial. Esta duración podrá ser prorrogada o reducida por la Asamblea General de Accionistas, sujetándose para su liquidación a las formulas previstas en el Código de Comercio vigente.

Cuarta: La compañía tendrá como objeto todo lo concerniente al servicio de agente aduanal, a las operaciones de tráfico internacional, marítimo y aéreo, a la recepción de los cargamentos y documentación ante la autoridad aduanera, la importación, movilización y exportación de mercancías, y en general, todo lo que a tramites aduaneros y de transporte se refiere, así como también la realización de cualquier hecho o acto de lícito comercio e industria, sin limitación alguna, porque los aquí mencionados, lo han sido con carácter enunciativo y en ningún caso limitativo.

Sección Segunda

Del Capital y de las Acciones

Quinta: El capital de la compañía es de la cantidad de **TREINTA MILLONES DE BOLÍVARES (Bs. 30.000.000,00)**, dividido en **MIL (1.000)** acciones nominativas no convertibles al portador con un valor nominal de **TREINTA MIL BOLIVARES CON CERO CENTIMOS (Bs: 30.000,00)** cada una, quedando suscrito y pagado en la siguiente forma, según se evidencia en Inventario de Bienes anexo al presente documento constitutivo: EL ciudadano **JUAN RODRIGUEZ LOPEZ**, anteriormente identificado, suscribe y paga **QUINIENTAS ACCIONES (500)** con un valor nominal de **TREINTA MIL BOLIVARES (30.000,00)** cada una , lo cual da en su conjunto un total de **QUINCE MILLONES DE BOLIVARES (Bs.15.000.000,00)**, y **CARLOS ALBERTO QUEVEDO** anteriormente identificada, suscribe y paga, **QUINIENTAS ACCIONES (500)** con un valor nominal de **TREINTA MIL BOLIVARES (30.000,00)** cada una, lo cual da un total de **QUINCE MILLONES DE BOLIVARES (Bs. 15.000.000,oo).**

Sexta: Las acciones son nominativas y dan a sus propietarios derechos iguales y proporcionales al número de acciones que posean, correspondiendo cada acción a un (1) voto en la Asamblea de Accionistas. Las acciones no podrán enajenarse sin antes haberlas ofrecido en venta a los demás accionistas; la intención de enajenarlas deberá comunicarse a estos por escrito, quienes tendrán el derecho de prioridad para adquirirlas en un plazo de diez (10) días contados a partir de la fecha de la oferta y entendiéndose que el accionista oferente queda el libertad de enajenarlas, en caso de transcurrir dicho plazo sin que se haga uso del referido derecho de prioridad.

Sección Tercera

De la Administración

Séptima: La compañía será dirigida y administrada por un (1) Presidente y un (1) Vicepresidente, los cuales podrán ser accionistas o no de la misma y serán designados en sus cargos para un periodo de cinco (5) años, pudiendo ser reelectos y permanecerán en sus respectivo cargos hasta que la asamblea proceda a nombrar a los nuevos administradores. Para obligar a la compañía, en todos los actos el Presidente y el Vicepresidente actuarán conjunta y/o separadamente.

Octava: Las atribuciones de los Administradores de la empresa serán las más amplias que el Código de Comercio prevé para los administradores de las compañías

12 JUN 28 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

anónimas, con los deberes correspondientes. Entre otras, son sus atribuciones representar a la compañía ante terceros y firmar por ella en todos los actos o documentos que a la misma se refieran, así como la facultad para comprar, vender, gravar, enajenar, disponer, movilizar; abrir y cerrar cuentas bancarias, firmar letras de cambio, cheques, y demás documentos mercantiles, recibir dinero y otorgar los correspondientes finiquitos, actuar como demandante o demandado a nombre de la compañía ante los Tribunales de la República, nombrar apoderados judiciales, generales y especiales y delegar parte de sus funciones en personas idóneas.

Novena: Para cumplir con el Articulo 244 del Código de Comercio, administradores, antes de entrar a ejercer sus funciones, deberán depositar en la Caja Social el valor de cinco (5) de sus acciones, marcadas con un sello que indique su inalterabilidad, hasta tanto quede aprobada su gestión administrativa.

Sección Cuarta
De las Asambleas

Décima: La asamblea general de accionistas legalmente constituida, es el órgano supremo de la compañía, representa la universalidad de aquella y sus decisiones son obligatorias, aún a los que no hubieren concurrido a ellas. Los accionistas pueden hacerse representar en las asambleas mediante carta poder; para ejercer ésta representación no se requiere ser accionista. Las decisiones serán tomadas por la representación del cincuenta por ciento 51% del capital social, salvo en los casos especiales previstos en el Código de Comercio.

Décima Primera: La asamblea general de accionistas tiene las atribuciones previstas en el Código de Comercio y en éste documento constitutivo. Ordinariamente se reunirán durante la segunda quincena del mes del Mes de Febrero de cada año, previa convocatoria que se hará por la prensa con cinco (5) días hábiles de anticipación, por lo menos. Extraordinariamente se reunirán cuando así lo requieran los intereses de la

12 JUN 28 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

compañía o cuando lo ____a a los administradores un número de ____ nistas que representen un quinto del capital social. La falta de convocatoria ni invalida ni afecta las decisiones tomadas por la asamblea, cuando en ella se encuentre representada la totalidad del capital social.

Sección Quinta

Ejercicio Económico y Reparto de Utilidades

Décima Segunda: El ejercicio económico de la compañía empezará a partir de la fecha de su inscripción en el registro Mercantil y finalizará el día 31 de Diciembre de 2.005, los ejercicios sucesivos empezarán el primero de enero y finalizarán el día 31 de Diciembre de cada año, en ésta última fecha se cerrarán las cuentas y se procederá a la elaboración del Inventario y Balance General de la manera establecida en el Código de Comercio.

Décima Tercera: El reparto de las utilidades *se efectuará en la forma siguiente:* El cinco (5%) de las mismas se destinará a la formación de un fondo de Reserva Legal, hasta que éste alcance el diez por ciento (10%) del total del capital social, el remanente será distribuido entre los accionistas en la proporción que le corresponda según el número de acciones pagadas que posean, la asamblea general de accionistas podrá optar también por dejar las utilidades en la compañía si las necesidades de la misma así lo requieren.

DISPOSICIONES FINALES

Décima Cuarta: La compañía tendrá un (1) Comisario con las atribuciones que le confiere el Código de Comercio, será elegido por la asamblea general de accionistas y durará en sus funciones por el periodo de cinco (5) años, pudiendo ser reelecto.

Décima Quinta: Se hacen los siguientes nombramientos: para el cargo de Presidente al ciudadano **JUAN RODRIGUEZ LOPEZ** anteriormente identificado, y al ciudadano ***CARLOS ALBERTO QUEVEDO*** *anteriormente identificado,* para el cargo de Vicepresidente de la Compañía. Se nombró al **CONTADOR DIEGO LOPEZ AYALA,** venezolano, mayor de edad, titular de la cédula de identidad Nro. V-12.626.564 e inscrito en bajo el número de registro CPC 61.261 *en el estado miranda, para el cargo* de Comisario.

Décima Sexta: En todo lo no previsto en el presente documento, se procederá de conformidad con lo establecido en el Código de Comercio. Esta Asamblea faculta a la ciudadana **JENNY MENESES CONTRERAS,** cédula de identidad Nro. V-15.838.412, para: 1. Firmar en el Libro de REGISTRO mercantil y cumplir con todas las formalidades inherentes a ésta Constitución; 2. Proceder a la inscripción de esta compañía en el Registro de Información Fiscal (RIF) y obtener así el Número Información Tributaria (NIT) por ante la región competente del SENIAT; y 3. Proceder a la tramitación de la conformidad de uso y solicitud de la Patente de Industria y Comercio o Licencia de Actividades Económicas por ante el Municipio respectivo.

JUAN RODRIGUEZ LOPEZ

CARLOS ALBERTO QUEVEDO

Dra. GISELA RANGEL
REGISTRADOR MERCANTIL V

12 JUN 28 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA