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MRD 7/18/12

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: HERMANOS GILSA C.A. COMPANY
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:

MARITZA CORONA
Name of Person

CONSULT TEAM LLC
Firm/Company

18331 PINES BLVD #212
Address

PEMBROKE PINES FL 33029
City/State and Zip code

INFO@CONSULTTEAM.NET
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

MARITZA CORONA at (954) 4455453
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. HERMANOS GILSA C.A. COMPANY
(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. J- 31384196-0
(FEI number, if applicable)

4. 07/27/2005
(Date of incorporation)

5. 20 YEARS
(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. 20900 NE 30TH AVE, SUITE 200 AVENTURA FL 33180
(Principal office address)

18331 PINES BLVD #212 PEMBROKE PINES FL 33029
(Current mailing address)

8. Purchase, Sale and Distribution of Seafood Products. Any 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: Juan Carlos Gil

Office Address: 20900 NE 30TH AVE SUITE 200

AVENTURA, Florida 33180
(City) (Zip code)

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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 CARLOS GIL

Address: AV GENERAL CORDOVA S/N STA RITA URB PARCELAMIENTO MIRANDA, CUMANA, EDO. SUCRE VENEZUELA

Vice Chairman: MARIANNE GIL

Address: CALLE 129A, RES FRONTIER B PISO 5 APT 5B, URB LA TRIGALENA VALENCIA, CARABOBO, VENEZUELA

Director: JUAN BAUTISTA GIL

Address: CALLE SAN ANDRES, NO. 17, GUIRIA, SUCRE, VENEZUELA

Director: ZELINIA SALAZAR DE GIL

Address: CALLE SAN ANDRES, NO. 17, GUIRIA, SUCRE, VENEZUELA

B. OFFICERS

President: JUAN CARLOS GIL

Address: AV. GENERAL CORDOVA, S/N STA RITA URB PARCELAMIENTO MIRANDA, CUMANA, SUCRE, VENEZUELA

Vice President: MARIANNE GIL

Address: CALLE 129A, RES FRONTIER B PISO 5, APT 5B, URB LA TRIGALENA, VALENCIA, CARABOBO, VENEZUELA

Secretary:

Address:

Treasurer: DIOMAY RODRIGUEZ

Address: Cumana, Edo Sucre - Venezuela

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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. JUAN CARLOS GIL-PRESIDENT
(Typed or printed name and capacity of person signing application)

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[Coat of Arms]

BOLIVARIAN REPUBLIC OF VENEZUELA
DEPARTMENT OF THE PEOPLE POWER FOR INTERIOR AND JUSTICE

RM № 424
200th and 151st

AUTONOMOUS SERVICE OF REGISTRY AND
NOTARY OFFICES
FIRST MERCANTILE REGISTRY OF THE
STATE SUCRE

The undersigned

CERTIFIES

That the Photo-static Certified Copy, consisting of eighteen (18) folios, which subsequently are reproduced, has been compared, and is true and exact rendition of the document registered under the number:
27 – HERMANOS GILSA, C.A. TOME 4-A-2009 RM424 WITH DATE March 18, 2009
CORRESPONDING TO THE COMPANY HERMANOS GILSA, C.A.
Which are inserted in the file № 22975
With the date: MUNICIPALITY SUCRE, JUNE 14 OF THE YEAR TWO THOUSAND TWELVE
As well as he CERTIFIES that this Photo-static Certified Copy has been performed in this office by the official: ALI JOSE SERRANO RAPOZO
With ID № V-16.314.649
Person by me authorized for doing it and who signs each page of the present certification

[We observe one illegible round ink stamp and one illegible signature]

The Mercantile Registrar (Holder)
Attorney DR. RAMÓN RODRÍGUEZ VALLÉS

[Logo]: SAREN
AUTONOMOUS SERVICE
OF REGISTRY
AND NOTARY OFFICES

Translated on: July 2, 2012
INTERMEDIUM, competent to translate from Spanish into English language, after due verification, certifies that the present document is a complete, true, and correct rendition into English, to the best of our knowledge and ability, of the recto and verso of the document presented to us as a copy of the original, issued in Spanish language. In witness whereof we sign and affix our seal on this instrument.
GIL / HECHA COPIA EXPEDIENTE COMPANIA

MARIANELLA ALVAREZ
MY COMMISSION # EE066843
EXPIRES February 22, 2015
(407) 398-0153 FloridaNotaryService.com

4 JUL 2012

INTERMEDIUM
PROFESSIONAL SERVICES, INC

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TALLAHASSEE, FLORIDA

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DEPARTMENT OF THE PEOPLE POWER
FOR INTERIOR AND JUSTICE
FIRST MERCANTILE REGISTRY
OF THE STATE SUCRE

I, EMMA ASCANIO
Of age and bearer of the ID № 8.899.974
Acting in this deed in her quality of Interested
Of the Company HERMANOS GILSA, C.A.
Mercantile Society, registered in this Mercantile Registry, with its charge, under the date of March 03, 09, with № 87 Tome A-04
Very respectfully, I address to you for requesting one certified copy of the complete record.

For the purposes that interest me.

Cumaná. June 14, 2012

Signature: *[illegible]*
C.I.N.: 8.899.974

[We observe two revenue stamps of 0,5, annulled by means of five illegible round ink stamps]

Translated on: July 2, 2012

INTERMEDIUM, competent to translate from Spanish into English language, after due verification, certifies that the present document is a complete, true, and correct rendition into English, to the best of our knowledge and ability, of the recto and verso of the document presented to us as a copy of the original, issued in Spanish language. In witness whereof we sign and affix our seal on this instrument.

GIL / ASCANIO REQUIERE COPIA EXPEDIENTE COMPANIA

MARIANELLA ALVAREZ
MY COMMISSION # EE066843
EXPIRES February 22, 2015
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[Coat of Arms]

BOLIVARIAN REPUBLIC OF VENEZUELA
DEPARTMENT OF THE PEOPLE POWER FOR INTERIOR AND JUSTICE

RM № 424
200th and 151st

AUTONOMOUS SERVICE OF REGISTRY AND
NOTARY OFFICES
FIRST MERCANTILE REGISTRY OF THE
STATE SUCRE

Municipality Sucre, June 14 of the year 2012

We have received, under this same date, a document of eighteen (18) useful folios. Let the application be joined to the Company's record. Let a certified copy be issued, with insertion of the present document. The costumes duties were cancelled according to the invoice № 42400020155.
The undersigned makes known that the previous photo-static certified copy is a true and exact copy of those ones, which lay inserted to the record № 22975, that were cancelled according to the form RM № 424.2012.2.2127.

[We observe one illegible round ink stamp and one illegible signature]
Mercantile Registrar
Att. DR. RAMÓN RODRÍGUEZ VALLÉS

THIS PAGE PERTAINS TO:
HERMANOS GILSA, C.A.
File number: 22975

[Logo]: SAREN
AUTONOMOUS SERVICE
OF REGISTRY
AND NOTARY OFFICES

Translated on: July 2, 2012
INTERMEDIUM, competent to translate from Spanish into English language, after due verification, certifies that the present document is a complete, true, and correct rendition into English, to the best of our knowledge and ability, of the recto and verso of the document presented to us as a copy of the original, issued in ~~Spanish language. In witness whereof~~ we sign and affix our seal on this instrument.

GIL / EXPIDASE COPIA EXPEDIENTE COMPANIA

MARIANELLA ALVAREZ
MY COMMISSION # EE066843
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CITIZEN.
COURT OF FIRST INSTANCE OF CIVIL MERCANTILE TRANSIT AGRICULTURAL BANK OF SECOND JUDICIAL CIRCUIT OF THE STATE SUCRE.
Its office.

I, JUAN CARLOS GIL - Venezuelan, of age, civilly able, bearer of the ID № 12.496.994, and of this domicile, duly authorized by the General Stockholders Assembly and by the Statutes of the Company "HERMANOS GILSA C.A." Mercantile Firm duly registered to the Court of First Instance of Civil Mercantile Transit of the Second Judicial Circuit of the State Sucre, on the date July 27, 2005, under the № 96, Tome I, Third Trimester – very respectfully address to your competent authority, for presenting the original Deed of Extraordinary Stockholders Assembly of the firm HERMANOS GILSA, C.A., duly registered in the Court of First Instance of Civil Mercantile Transit and Work of the Second Judicial Circuit of the State Sucre, under the № 71, Tome I-B, Third Trimester, placed in the Book of Deeds; in which was approved unanimously the following sole point: CHANGE THE DOMICILE for the city of Cumaná, Municipality Sucre of the State Sucre.
As well as I request the mailing of two (02) certified copies, for the end of their legal publication.
It is Justice, in Cumaná, on the date of the presentation.

Translated on: June 4, 2012

INTERMEDIUM, competent to translate from Spanish into English language, after due verification, certifies that the present document is a complete, true, and correct rendition into English, to the best of our knowledge and ability, of the recto and verso of the ~~document presented to us as a copy of the original~~; issued in Spanish language. In witness whereof we sign and affix our seal on this document.

GIL / CAMBIO DOMICILIO

MARIANELLA ALVAREZ
MY COMMISSION # EE066843
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[This document, whose original consists of one page, reads as follows]:

BOLIVARIAN REPUBLIC OF VENEZUELA
FIRST MERCANTILE REGISTRY

[Coat of Arms]

OF THE JUDICIAL CIRCUMSCRIPTION
OF THE STATE SUCRE

Cumaná, EIGHTEEN (18) OF MARCH OF TWO THOUSAND NINE (2009) 198th and 149th. Presented the previous participation. Accomplished the requisites of Law, let it be registered in the Mercantile Registry together with the presented document; let the respective place be fixed and published; let the file of the Company be formed, and let the original be filed, together with the copy of the Statutes and the other joined collections. Let the certified copy be issued, with insertion of the present deed, in order to its publication. Let a copy be issued, in order to accomplish with what stated in the Art. 226 of the Commerce Code. The previous document, drawn up by the Attorney SEADY SAYAGO, must be registered in the Registry of Commerce, under the № 27, Tome A-04 (1st Trimester). Paid rights Bs 137.50, for file № 62508. The identification was performed this way: JUAN CARLOS GIL, with ID № 12.496.994. The insertion was performed by LIGIA LEON.
THE MERCANTILE REGISTRAR

[Illegible signature]
[W observe, under said signature, one rectangular ink stamp, which reads as follows]:

Dr. Ramón Rodriguez Vallés
FIRST MERCANTILE REGISTRY OF THE
JUDICIAL CIRCUMSCRIPTION OF
THE STATE SUCRE

Translated on: June 5, 2012
INTERMEDIUM, competent to translate from Spanish into English language, after due verification, certifies that the present document is a complete, true, and correct rendition into English, to the best of our knowledge and ability, of the recto and verso of the document presented to us as a copy of the original, issued in Spanish language. In witness whereof we sign and affix our seal on this instrument.

MARIANELLA ALVAREZ
MY COMMISSION # EE066843
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CITIZEN.
COURT OF FIRST INSTANCE OF CIVIL MERCANTILE TRANSIT AGRICULTURAL BANK OF SECOND JUDICIAL CIRCUIT OF THE STATE SUCRE.
Its office.

I, JUAN CARLOS GIL, Venezuelan, of age, civilly able, bearer of the ID № 12.496.994, and of this domicile, acting in this deed in my quality of President of the Company HERMANOS GILSA C.A., respectfully address to this office for expound: I request to enclose in the file where I put the present deed, the successive deeds produced as a consequence of the iter of the Company Hermanos Gilsa C.A. I inform you about this, for the purposes indicated in the Article 215 of the Commerce Code in force, with the request, when registered the accomplishment of the legal requisites, the mailing of two (02) Certified Copies of this paper, its attachments, and the deeds produced on these collections. In the city of Cumaná, on the date of its presentation and registration.

[Illegible signature]
JUAN CARLOS GIL

Translated on: June 4, 2012

INTERMEDIUM, competent to translate from Spanish into English language, after due verification, certifies that the present document is a complete, true, and correct rendition into English, to the best of our knowledge and ability, of the recto and verso of the document presented to us as a copy of the original, issued in Spanish language. In witness whereof we sign and affix our seal on this instrument.

GIL / REGISTRATION ADDENDUM

MARIANELLA ALVAREZ
MY COMMISSION # EE066843
EXPIRES February 22, 2015
(407) 398-0153 FloridaNotaryService.com

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[We observe, on the left edge of this page, three illegible partial round ink stamps. As well as, on the upper right corner of the same page, we observe one illegible round ink stamp superimposed by one illegible signature]

In the city of Cumaná - at nine-thirty in the morning (9:30 a.m.) of the twentieth (20th) day of September of the year two thousand five, in El Salado Street № 12, Parish Ayacucho of the State Sucre – all the stockholders gathered, because of which the convocation was not necessary, being present JUAN CARLOS GIL, ZELINIA DE GIL, JUAN BAUTISTA GIL, AND MARIANNE GIL. The meeting was chaired by the citizen JUAN CARLOS GIL, with the purpose of presenting the sole point in the agenda, that is: **MODIFICATION OF THE SECOND CLAUSE** of the constitutive statutory document of the Company HERMANOS GILSA, C.A.
Verified the quorum, the Director of the trial is appointed, whose responsibility fell on the citizen JUAN BAUTISTA GIL, who was required to assume the charge of Director of the Trial. Subsequently, they proceeded to vote as usual. Because of which, immediately they consider the sole point in agenda. Then takes the word the citizen JUAN CARLOS GIL, who submits to the consideration of all the present stockholders the modification of the Second Clause of the Statutory Document of the Company EMPRESA HERMANOS GILSA, C.A., being of vital importance to have the **PRINCIPAL DOMICILE** in the city of Cumaná; "related to it, the Civil Code establish that the domicile of a Company is placed where it has its administrative headquarters, because of which I propose to consider the modification of the second clause: 'The domicile of the Company is San Antonio Avenue № 17, Guiria, State Sucre, however with the possibility of establishing agencies or branches in any other place of the national territory or abroad, when so is decided by the Stockholders Assembly convoked for this purpose". Unanimously.

Translated on: June 30, 2012

INTERMEDIUM, competent to translate from Spanish into English language, after due verification, certifies that the present document is a complete, true, and correct rendition into English, to the best of our knowledge and ability, of the recto and verso of the document presented to us as a copy of the original, issued in Spanish language. In witness whereof we sign and affix our seal on this instrument.

Marianella Alvarez

MARIANELLA ALVAREZ
MY COMMISSION # EE066843
EXPIRES February 22, 2015
(407) 398-0153 FloridaNotaryService.com

04 JUL 2012

INTERMEDIUM
PROFESSIONAL SERVICES, INC

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All the present stockholders APPROVE to modify the SECOND clause.
In this state, being approved, the second clause remains drew in the following terms:

SECOND CLAUSE: The domicile of the Company is Calle El Salado № 12, Parish Ayacucho, Municipality Sucre, Cumaná, State Sucre. Being able, however, to establish agency or branch in every other place of the National Territory or abroad, when so agreed by the Assembly of the Stock-holders, convened for this end, by means of a new Assembly. Sufficiently deliberated this point, it is submitted to the consideration of all the present persons, who approved the second clause in the terms here exposed. And agreed to present to Extraordinary Assembly to the First Court of First Instance of Civil, Mercantile, Traffic, Agricultural, of the Second Judicial Circuit of the State Sucre. For which we design the associate Juan Carlos Gil in order to present to the mentioned Court the Deeds of the Extraordinary Assembly, containing the modification of the Second Clause of the Mercantile Register of the Company Hermanos Gilsa C.A.. Because of which, exhausted the point of the day Agenda, the Assembly was considered ended at 11.30 A.M., and was drawn the present Deed, which was signed in conformity.

[We observe one illegible signature]

Translated on: June 3, 2012

INTERMEDIUM, competent to translate from Spanish into English language, after due verification, certifies that the present document is a complete, true, and correct rendition into English, to the best of our knowledge and ability, of the recto and verso of the document presented to us as a copy of the original, issued in Spanish language. In witness whereof we sign and affix our seal on this instrument.

MARIANELLA ALVAREZ
MY COMMISSION # EE066843
EXPIRES February 22, 2015
(407) 398-0153 FloridaNotaryService.com

2 5 JUN 2012

INTERMEDIUM
PROFESSIONAL SERVICES, INC
North Miami Beach FL 33179 Tel. (786) 873-5813 (786) 873-8563
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TALLAHASSEE, FLORIDA

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COURT OF FIRST INSTANCE OF CIVIL MERCANTILE TRANSIT AGRICULTURAL BANK OF SECOND JUDICIAL CIRCUIT OF THE STATE SUCRE.

I, ATTORNEY SUSANA GARCÍA DE MALAVÉ, Judge of the Court of First Instance of Civil Mercantile Transit Agricultural Bank of Second Judicial Circuit of The State Sucre, CERTIFIES: that the previous photo-static copies are a true and exact translation of their originals, related to the Mercantile Firm "HERMANOS GILSA C.A."; and inserted under the № 71, Folios from 434 to 437, Tome № 1-B, Third Trimester. Executed in this Court during the present year 2005, said copies were performed by the citizen DAMERIS RONDÓN, an authorized person, who, together with me, signed they, for analogical application of the Article 120 of the Act of Public Register. In Carúpano, September 27 of the year 2005.

The Judge ad Interim
[Illegible signature]
Attorney Susana Garcia de Malavé
[We observe one illegible oval ink stamp overlaid on the signature]

THE AUTHORIZED PERSON
Assistant
[Illegible signature]
Dameris Rondón

Translated on: June 4, 2012
INTERMEDIUM, competent to translate from Spanish into English language, after due verification, certifies that the present document is a complete, true, and correct rendition into English, to the best of our knowledge and ability, of the recto and verso of the document presented to us as a copy of the original, issued in Spanish language. In witness whereof we sign and affix our seal on this instrument.

GIL / COPIES CERTIFICATION

MARIANELLA ALVAREZ
MY COMMISSION # EE066843
EXPIRES February 22, 2015
(407) 398-0153 FloridaNotaryService.com

25 JUN 2012

INTERMEDIUM
PROFESSIONAL SERVICES, INC

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CITIZEN.
COURT OF FIRST INSTANCE OF CIVIL MERCANTILE TRANSIT AGRICULTURAL BANK OF SECOND JUDICIAL CIRCUIT OF THE STATE SUCRE.
Its office.

I, JUAN CARLOS GIL, Venezuelan, of age, civilly able, bearer of the ID № 12.496.994, and of this domicile, acting in this deed in my quality of President of the Company HERMANOS GILSA C.A., respectfully address to this office for expound: I enclose the Constitutive Statutory Deed of the firm by me represented, as well as I enclose the inventory of the mobile goods, for the amount of TWENTY-ONE MILLION BOLIVARES WITH ZERO CENTS (Bs 21,000,000.00), that represents the ten percent (10%) of the social capital of the Company, in order to be attached to the respective file; and the payment of ONE HUNDRED EIGHTY-NINE MILLION BOLIVARES WITH ZERO CENTS (Bs 189,000,000.00), of the shares underwritten by the stockholders, citizens ZELINIA DE GIL, JUAN BAUTISTA GIL, and MARIANNE GIL, that *[illegible]* cancelled with their Commerce Fund. I inform you about this, for the purposes indicated in the Article 215 of the Commerce Code in force, with the *[illegible]* that, when registered the accomplishment of the legal requisites, can be ordered the registration and the publication of the above-mentioned constitutive statutory document of the Company by me represented. As a final point, I request the mailing of two (02) Certified Copies of this paper, its attachments, and the deeds produced on these collections. In the city of Cumaná, on the date of its presentation and registration.

[Illegible signature]
12496994
JUAN CARLOS GIL

[We observe, on the right lower corner of this page, one partially illegible rectangular ink stamp]

Translated on: June 4, 2012
INTERMEDIUM, competent to translate from Spanish into English language, after due verification, certifies that the present document is a complete, true, and correct rendition into English, to the best of our knowledge and ability, of the recto and verso of the document presented to us as a copy of the original, issued in Spanish language. In witness whereof we sign and affix our seal on this instrument.

GIL / REGISTRATION REQUEST

MARIANELLA ALVAREZ
MY COMMISSION # EE066845
EXPIRES February 22, 2015
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TALLAHASSEE, FLORIDA

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COURT OF FIRST INSTANCE OF CIVIL MERCANTILE TRANSIT AGRICULTURAL BANK OF SECOND JUDICIAL CIRCUIT OF THE STATE SUCRE.

Carúpano, July 27 of the year 2005
195th and 146th

The previous document is presented by its signer, for its registration in the Mercantile Register, and its corresponding filing. So let it be done in conformity, and let the original be filed. The previous document, drown up by the Attorney TARCI ELENA AVILE registered in the Impreabogado under the № 105.961, is recorded in the Commerce Register, under the № 96, Folios from 530 to 538, Tome № 1, Third Trimester. The identification was performed this way: JUAN CARLOS GIL, bearer of the ID № 12.496.994. The insertion was performed by ARIANNY ALCALÁ (ASSISTANT II).

The Judge
[Illegible signature]
Attorney Susana Garcia de Malavé
[We observe one illegible oval ink stamp overlaid on the signature]

THE SECRETARY
[Illegible signature]
Francis Vargas de Regnault

Translated on: June 4, 2012

INTERMEDIUM, competent to translate from Spanish into English language, after due verification, certifies that the present document is a complete, true, and correct rendition into English, to the best of our knowledge and ability, of the recto and verso of the document presented to us as a copy of the original, issued in Spanish language. In witness whereof we sign and affix our seal on this instrument

GIL / FL 2

MARIANELLA ALVAREZ
MY COMMISSION # EE066843
EXPIRES February 22, 2015
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[This document, whose original consists of seven pages, reads as follows]:

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[Page one]

We, **ZELINIA DE GIL, JUAN BAUTISTA GIL, MARIANNE GIL, and JUAN CARLOS GIL** - Venezuelan, of age, trader, legally qualified, of this domicile and bearer of the ID numbers V-2.833.092, 2.167.462, 12.029.224, and 12.496.994 respectively, civil state: married the first two, and single the remaining two - by means of the present document declare: that we have agreed to found, as effectively we are doing it with this deed, an Joint-Stock Company, which will be regulated by the dispositions of the Commerce Code, and by the present constitutive basis, illustrated with sufficient wideness, in order that they can operate as Social Statutes, which read as follows.

TITLE I
NAME, DOMICILE, SUBJECT AND DURATION

FIRST: The Company will be named "HERMANOS GILSA C.A.".
SECOND: The domicile of the Company is: San Antony Avenue № 17, Guiria State Sucre; notwithstanding, it can constitute agencies or branches in any other place of the national territory or abroad, when so agreed by the Assembly of the Stockholders, convened for this end.
THIRD: The object of the Company will be fundamentally to exploit the field of all the activities related to the purchase, sale, and processing of all sea products, and the distribution of the same, national or imported. Said acts are not limitative, and therefore the Company will be able to devote to all the activities of legal commerce, are or not included in the above-mentioned list, which will have to be considered, in every moment, merely declaratory and not mandatory.
FOURTH: The duration of the Company will be of twenty (20) years, starting with the date of the registration of the present document to the related Mercantile Register. Before the expiry of this term, the General Assembly of Stockholders, in a meeting convened for the purpose, will be able to extend the duration of the *[missing line]*.

[Page two]

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TITLE II
CAPITAL AND SHARES

Translated on: June 3, 2012

INTERMEDIUM, competent to translate from Spanish into English language, after due verification, certifies that the present document is a complete, true, and correct rendition into English, to the best of our knowledge and ability, of the recto and verso of the document presented to us as a copy of the original, issued in Spanish language. In witness whereof we sign and affix our seal on this instrument.

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FIFTH: The capital of the Company consists of the amount of **TWO HUNDRED TEN MILLIONS OF BOLIVARES (Bs 210,000,000.00)**, divided into **ONE THOUSAND (1,000)** shares, with a nominal value of **TWO HUNDRED TEN THOUSAND BOLIVARES (Bs 210,000,00)** each, undersigned and paid by the stockholders in the following way: the citizens **ZELINIA DE GIL** and **JUAN BAUTISTA GIL** have undersigned **SIX HUNDRED TEN (610)** shares, for an amount of **ONE HUNDRED TWENTY- EIGHT MILLION ONE HUNDRED THOUSAND BOLIVARES AND ZERO CENTS (Bs 128,100,000.00)**; the citizen **MARIANNE GIL** has undersigned and paid **TWO HUNDRED NINETY (290)** shares, for a value of **SIXTY MILLION NINE HUNDRED THOUSAND BOLIVARES (Bs 60,900,000.00); JUAN CARLOS GIL** has undersigned and paid **ONE HUNDRED (100)** shares, for a value of **TWENTY-ONE MILLION BOLIVARES WITH ZERO CENTS (Bs 21,000,000.00)**. The social capital undersigned by the Company has been paid by the stockholders for the hundred percent (100%), as it is verified by means of an inventory of Movable properties, for **TWO HUNDRED TEN MILLION BOLIVARES WITH ZERO CENTS (Bs 210,000,000.00)**, the original of witch is enclosed to the present document, forming an integral part of the same.

SIXTH: The shares are indivisible, not convertible, bearer; granting equal rights to its stockholders and imposing equal obligations. The stockholders will have priority for acquiring the share or the shares that someone of them wants to give. For this purpose, the stockholder that wishes to give one, or more, or the totality, of his shares, will communicate it, in writing, to all the other stockholders. If the stockholders expressed in writing their wish to acquire them, but could not agree about which of them, or what proportion of them they will be acquired, then the seller stockholder remains in full freedom of giving it,

[Page three]
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at his option, to any stockholder which have expressed his wish of acquire them. If no stockholder expressed his wish of acquiring the offered share or shares, then they would have to resolve:

1st. If they authorize the giving stockholder to dispose his shares to a third person, alien to the Company. This agreement must be granted by the majority of the stockholders, which represent at least the three-quarters of the social capital.

2nd. If this agreement cannot be managed, they notify to him for opting within:

to present a person, that can acquire the share(s) under the conditions indicated by the giving stockholder;

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MY COMMISSION # EE066843
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or to consider this latter excluded from the Company, and to pay off his shares according to what indicated in the final part of the Article 205 of the Commerce Code, that is: to pay off the shares with their fair value. In this case will be respected the dispositions related to the reduction of the social capital, if in consequence of the payment of these shares, the nominal amount of the social capital must be reduced.
Similarly, for acquiring new shares issued in consequence of a capital increase, the Assembly that dispose the capital increase will determine modalities and conditions of the exercise of the preferential right. The stockholders have preferential right for acquiring the new shares issued, or because of capital increase, or of sale of shares performed by any stockholder, in proportion to the shares they possess in the Company at the time of the capital increase, *[?]* will determine the modalities and conditions of the exercise of said preferential right.

TITLE III
ASSEMBLY OF STOCKHOLDERS

SEVENTH: The General Stockholder Assembly, regularly constituted, represents the universality of the stockholders, and its agreements will be mandatory for all, both the persons attending the Assembly, and that ones which have stopped attending it; The General Stockholder Assembly is the supreme organ

[Page four]:
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of the Company and, in this quality, it will be invested with the most wide faculties for directing and administrating the social businesses.
EIGHTH: Without prejudice of what disposed in the previous clause, and of what the Law orders, the General Ordinary Stockholder Assembly will have the following faculties: 1. Nominate and remove the President. 2. Nominate and remove the Commissary. 3. Establish the remunerations of the President and the Commissary. 4. Examine and decide about the accounts and balances presented by the President. 5. Admit the capital increases and reductions, or the reintegration of the same. 6. Decide about issue, obligations, bonus, or similar titles, and about the reimbursement of the same. 7. Authorize to obtain bank loans or of any other type, establishing the conditions and modalities of the same. 8. Authorize the issue of bills, the concession of credit cards and the discount of the mercantile effects. 9. Authorize the stipulation of any type of contracts or juridical deeds requested in the activity of the Company. 10. Authorize the obligation, acquisition, and disposition of movable and immovable goods. 11. Modify partially or totally the present Constitutive Statutory Document. 12. Decide about the fusion, association, incorporation, dissolution, and liquidation of the Company. 13. Decide about any other subject that is submitted to it by the President, or by a number of stockholders representing at least the fifth part of the social capital.

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NINTH: The meetings of the General Ordinary Assembly of Stockholders will be performed during the first trimester following the close of the fiscal exercise corresponding to every year, with the finalities described in the Article 275 of the Commerce Code; and extraordinarily, on condition that so is decided by the President, or a number of stockholders that can represent at least the fifth part of the social capital. The convocation of the General Stockholders Assemblies – both ordinary and extraordinary – must be formulated by the President, indicating the day, the hour, and the place in which the same has to be performed, by means of letter or telegram, eight (8) days before the date indicated by the Assembly. For the validity of the Assembly, it will be sufficient that in it

[Page five]
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is represented al least the SEVENTY-FIVE PERCENT (75%) of the totality of the social capital. The presence, in a General Ordinary Assembly of Stockholders, of the totality of the social capital, makes unnecessary the requisite of its previous convocation. The Assembly will be gathered every time requested by the interests of the Company.

TITLE IV
ADMINISTRATION

TENTH: The administration of the Company will be provided by one (1) President and one (1) Vice-President. The President will have the widest authority of administration and disposition; he will represent and oblige the Company only by means of his signature; must be a stockholder. The Vice-President will be charged with the responsibility of assuming the presidency, in absence temporal o permanent of the President. Both will Last in his charge Five (5) years, and exercise his functions until replaced or substituted. The President and the Vice-President deposit five (5) shares, in conformity with what disposed in the Article 244 of the Commerce Code.
The President has the following authority of administration and disposition, as well as the quotidian management of the company businesses, with the following functions: 1. Exert the supreme direction of the Company businesses, establishing the general policy to follow in its activities. 2. Formulate the general work strategy of the Company, and the general operational rules for the same. 3. Approve the plans of operations and development of the Company. 4. Authorize the opening of bank accounts and the modalities of their operation; activity that he will be able to perform together with, or separately, with the citizen JUAN BAUTISTA GIL, in his quality of Administrator. 5. Present annually, to the General Ordinary Stockholders Assembly, the general balance, the states of assets and liabilities, and the report about the management during the corresponding financial year. 6. Represent the Company judicially and extra-judicially. 7.

Translated on: June 3, 2012
INTERMEDIUM, competent to translate from Spanish into English language, after due verification, certifies that the present document is a complete, true, and correct rendition into English, to the best of our knowledge and ability, of the recto and verso of the document presented to us as a copy of the original, issued in Spanish language. In witness whereof we sign and affix our seal on this instrument.

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Determine the utilities or opportunities of payment of the dividends to the stockholders. 8. Nominate the empowered attorneys,

[Page six]
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special, judicial and mercantile. 9. Resolve about the solicitudes of stockholders, related to the cancellation and issue of new share titles. 10. The faculties and attributions above-mentioned have not mandatory character, but merely enunciative.
ELEVENTH: The Company will have a Commissary, nominated by the General Ordinary Stockholders Assembly, who will last two (2) years in the fiscal year, and when approved the respective balance.

TITLE V
COMPLEMENTARY DISPOSITIONS

TWELFTH: The distribution of the dividends will be done at the end of every fiscal year, when approved the respective balance.
THIRTEENTH: Yearly, after registering the items for the depreciation, amortization, and income tax, a quote of at least FIVE PERCENT (5%) of the computed cash benefits will be destined to form the legal reserve fund, until the same reach the TEN PERCENT (10%) of the social capital. The remaining benefit will be utilized according to the end decided by the Assembly.
FOURTEENTH: In case of liquidation of the Company, it will be done by two (2) liquidators appointed by the General Stockholder Assembly, who will have the faculties and obligations prescribed by the Law, excepting if the Assembly determine the contrary.
FIFTEENTH: The first economic year of the Company will begin on the day of its registration in the Mercantile Register, and will end on the day thirty-one (31) of December of the same year.
SIXTEENTH: For what not provided in this constitutive statutory document, will be valid the dispositions of the Commerce Code.
SEVENTEENTH: For the first exercise of the Company, were designated the previously identifying citizen: the citizen JUAN CARLOS GIL, for occupying the charge of President; the

[Page seven]
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citizen MARIANNE GIL, for occupying the charge Vice-President; JUAN BAUTISTA

Translated on: June 3, 2012
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MARIANELLA ALVAREZ
MY COMMISSION # EE066843
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GIL, Administrator; and ZELINIA SALAZAR de GIL, Staff Director; and the Lic. DIOMAY RODRIGUEZ, Commissary, registered in C.P.C. 25.865, of C.I. № 8.373.335.

EIGHTEENTH: The Assembly decided to authorize the citizen JUAN CARLOS GIL previously identified, in order to - in his quality of President of the Company and in compliance with the formalities requested by the Commerce Code - performs the registration of the present document to the respective Mercantile Register Office. In the city of Carúpano, on the date of its presentation.

[We observe four illegible signatures under which the ID numbers]:

2167462
2833092
12496994
12.029.224

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COURT OF FIRST INSTANCE OF CIVIL MERCANTILE TRANSIT AGRICULTURAL BANK OF SECOND JUDICIAL CIRCUIT OF THE STATE SUCRE.

I, ATTORNEY SUSANA GARCÍA DE MALAVÉ, Judge of the Court of First Instance of Civil Mercantile Transit Agricultural Bank of Second Judicial Circuit of The State Sucre, CERTIFIES: that the previous photo-static copies are a true and exact translation of their originals, related to the Mercantile Firm "HERMANOS GILSA C.A."; and inserted under the № 96, Folios from 530 to 538, Tome № 1, Third Trimester. Executed in this Court during the present year 2005, said copies were performed by the citizen ARIANNY ALCALÁ, an authorized person, who, together with me, signed they, for analogical application of the Article 120 of the Act of Public Register. In Carúpano, July 27 of the year 2005.

The Judge
[Illegible signature]
Attorney Susana Garcia de Malavé
[We observe one illegible oval ink stamp overlaid on the signature]

THE AUTHORIZED PERSON
Assistant II
[Illegible signature]
Arianny Alcalá

Translated on: June 4, 2012
INTERMEDIUM, competent to translate from Spanish into English language, after due verification, certifies that the present document is a complete, true, and correct rendition into English, to the best of our knowledge and ability, of the recto and verso of the document presented to us as a copy of the original, issued in Spanish language. In witness whereof we sign and affix our seal on this instrument.
GIL / COPIES CERTIFICATION

MARIANELLA ALVAREZ
MY COMMISSION # EE066843
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Att. EMMA J. ASCANIO M.
REGISTERED PUBLIC ACCOUNTANT
C.P.C. 33782

REPORT OF THE INDEPENDENT PUBLIC ACCOUNTANT ABOUT THE APPLICATION OF PROCEDURES PREVIOUSLY AGREED

Addressed to:
"HERMANOS GILSA, C.A."

I have performed the procedures subsequently enumerated, which were previously agreed with ZELINIA DE GIL, JUAN BAUTISTA GIL, MARIANNE GIL, AND JUAN CARLOS GIL, bearers of the ID № V-2.833.092, 2.167.462, 2.029.224, and 12.496.994 respectively, only for certifying the Inventory of Goods to the date of June 17, 2005, as a contribution to the social capital of the Company "HERMANOS GILSA C.A.". This engagement for the utilization of the proceedings previous agreed, was performed according to the rule "Special Services Provided by Public Independent Accountants SEPC-4" promulgated by the Federation of Colleges of Public Accountants of Venezuela. The sufficiency of the proceedings is only responsibility of the user of the report, and consequently it does not represent any compromise about the sufficiency of the proceedings subsequently described, both for the purpose for which this report has been requested, and for any other purpose.
The finality of my work: by means of the utilization of the proceedings previously agreed, I performed a proceeding of revision of the documents of any stockholder, agreed with the entity and every interested third party. I was not hired for auditing, and I did not perform an audit, the end of which would be the expression of an opinion about specific elements, accounts, or financial statements. If I had performed additional proceedings, other problems would have attracted my attention, about which they would have been informed.

Translated on: June 5, 2012
INTERMEDIUM, competent to translate from Spanish into English language, after due verification, certifies that the present document is a complete, true, and correct rendition into English, to the best of our knowledge and ability, of the recto and verso of the document presented to us as a copy of the original, issued in Spanish language. In witness whereof we sign and affix our seal on this instrument.
GIL / ACCOUNTANTS

MARIANELLA ALVAREZ
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The purpose of this report is only for the specific user, "HERMANOS GILSA, C.A.", and it will not have to be used by others, who have not knowledge about the utilized proceedings, and did not take responsibility for the sufficiency of the same.

[Illegible signature]
Att. Emma J. Ascanio M.
C.P.C. 33.782

[We observe one rectangular ink stamp, with a coat of arms, that reads as follows]:
COLLEGE OF PUBLIC ACCOUNTANTS
OF THE STATE SUCRE
VISA
№ *[Illegible]* Date June 20, 2005
Signature *[illegible]*
The College certifies only the Number *[illegible]* of the Public Accountant, and his solvency about the professional practice.

Translated on: June 5, 2012
INTERMEDIUM, competent to translate from Spanish into English language, after due verification, certifies that the present document is a complete, true, and correct rendition into English, to the best of our knowledge and ability, of the recto and verso of the document presented to us as a copy of the original, issued in Spanish language. In witness whereof we sign and affix our seal on this instrument.

GIL / ACCOUNTANTS

MARIANELLA ALVAREZ
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HERMANOS GILSA C.A.
INVENTORY OF GOODS
TO JUNE 17, 2005
(SPECIFIED IN BOLÍVARES)

Quantity	DESCRIPTION	AMOUNT
1	Motorboat: length 25,00, sleeve m 6,5, strut m 3,60, tonnage 116,25, net tonnage 73,30, called "BARRACUDA 1"	105,000,000.00
1	Vehicle type Camion, type stake, blend Chevrolet, color red, model C-3500, motor series XVVV313398, body series 8ZCJC34RXVVV313393	23,100,000.00
1	Barn of two levels, first floor mezzanine, placed in the Avenue San Antonio, Autonomous Municipality Valdez of the State Sucre, indicated by the № 17	55,300,000.00
1	Oil welding machine CK 1643-1 Classic 300D PERKINS	21,000,000.00
	Hardware and devices	5,600,000.00
	TOTAL TAKEN INVENTORY OF GOOD	210,000,000.00

[Illegible signature]
ZELINIA DE GIL
ID 2.833.092

[Illegible signature]
JUAN BAUTISTA GIL
ID 2.167.462

[Illegible signature]
MARIANNE GIL
ID 12.029.224

[Illegible signature]
JUAN CARLOS GIL
ID 12.496.994

[We observe one rectangular ink stamp, with a coat of arms, that reads as follows]:
COLLEGE OF PUBLIC ACCOUNTANTS
OF THE STATE SUCRE
VISA
№ *[Illegible]* Date June 20, 2005
Signature *[illegible]*

Translated on: June 6, 2012
INTERMEDIUM, competent to translate from Spanish into English language, after due verification, certifies that the present document is a complete, true, and correct rendition into English, to the best of our knowledge and ability, of the recto and verso of the document presented to us as a copy of the original, issued in Spanish language. In witness whereof we sign and affix our seal on this instrument.

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Cumaná July 11, 2005

Citizen:
FIRST MERCANTILE REGISTRY
OF THE JUDICIAL CIRCUMSCRIPTION
OF THE STATE SUCRE

[We observe, on the upper right corner of this page, one illegible round ink stamp; as well as, on the left edge of the same page, vertically, three round ink stamps; and, in the center of the same page, one Coat of Arms, overlaid on the text, with the Caduceus, galenic symbol of pharmaceutics, with an inscription all around, which says as follows]: SEPTEMBER 27 1973 PUBLIC ACCOUNTANTS OF VENEZUELA.

The undersigned, Att. DIOMAY RODRIGUEZ - bearer of the ID № 8.373.335, Venezuelan, of age, of this domicile, profession Public Accountant, registered in the College of Public Accountants of the State Sucre under the № C.P.C. 25.865 – by means of the present document, address to your office for informing that I have accepted the charge of Commissary of the Company "HERMANOS GILSA, C.A.", giving accomplishment to what stated in the Commerce Code.

Information that I am doing for the ends of your registration and publication.

In the city of Cumaná, on the date of its presentation.

Yours truly

[Illegible signature]
Att. Diomay J. Rodriguez B.
PUBLIC ACCOUNTANT
C.P.C. 25.865

Translated on: June 5, 2012
INTERMEDIUM, competent to translate from Spanish into English language, after due verification, certifies that the present document is a complete, true, and correct rendition into English, to the best of our knowledge and ability, of the recto and verso of the document presented to us as a copy of the original, issued in Spanish language. In witness whereof we sign and affix our seal on this instrument.
GIL / ACCOUNTANT

MARIANELLA ALVAREZ
MY COMMISSION # EE066843
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COURT OF FIRST INSTANCE OF CIVIL MERCANTILE TRANSIT AGRICULTURAL BANK OF SECOND JUDICIAL CIRCUIT OF THE STATE SUCRE.

Carúpano, September 27 of the year 2005
195th and 146th

Presented the previous document by its signer, for its registration in the Mercantile Register, and its corresponding filing. So let it be done in conformity, and let the original be filed. The previous document, drown up by the Attorney JOSÉ DANIEL SOSA registered in the Impreabogado under the № 91.520, is recorded in the Commerce Register, under the № 71, Folios from 434 to 437, Tome № 1-B, Third Trimester. The identification was performed this way: JUAN CARLOS GIL, bearer of the ID № 12.496.994. The insertion was performed by DAMERIS RONDÓN (ASSISTANT II).

The Judge ad Interim
[Illegible signature]
Attorney Susana Garcia de Malavé
[We observe one illegible oval ink stamp overlaid on the signature]

THE SECRETARY
[Illegible signature]
Francis Vargas de Regnault

Translated on: June 4, 2012
INTERMEDIUM, competent to translate from Spanish into English language, after due verification, certifies that the present document is a complete, true, and correct rendition into English, to the best of our knowledge and ability, of the recto and verso of the document presented to us as a copy of the original, issued in Spanish language. In witness whereof we sign and affix our seal on this instrument.

GIL / FILING I

MARIANELLA ALVAREZ
MY COMMISSION # EE066843
EXPIRES February 22, 2015
(407) 398-0153

2 5 JUN 2012

INTERMEDIUM
PROFESSIONAL SERVICES, INC

North Miami Beach FL 33179 Tel. (786) 873-5813 (786) 873-8563
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[This document, whose original consists of one page, reads as follows]:

[We observe, on the left edge of this page, three illegible partial round ink stamps. As well as, on the upper right corner of the same page, we observe one illegible round ink stamp superimposed by one illegible signature]

BOLIVARIAN REPUBLIC OF VENEZUELA
FIRST MERCANTILE REGISTRY
[Coat of Arms]
Of the Judicial Circumscription of the State Sucre

Cumaná, MARCH EIGHTEEN (18) OF TWO THOUSAND NINE (2009) 197th and 148th. Being presented the previous document and accomplished the requirements of law, let it be inscribed in the Mercantile Register, let it be attached and be published. Let they proceed in conformity with what requested, and let the original be filed. Let the copy of publication issued. The previous document, prepared by the Attorney L. HERMINIA BASTARDO, is registered in the Registry of Commerce under the № 31, Tome A-04 (1st trimester). Paid rights: Bs 93.50, according to the form 62549. The identification was so performed: JUAN CARLOS GIL, with ID № 12.496.994. The insertion was done by: LIGIA LEON.

The Mercantile Registrar

[We observe one illegible round ink stamp and one illegible signature]
[Rectangular ink stamp, which reads as follows]:

Dr. Ramón Rodriguez Vallés
FIRST MERCANTILE REGISTRY OF THE
JUDICIAL CIRCUMSCRIPTION OF THE
STATE SUCRE

This folio pertains to: "HERMANOS GILSA, C.A."

Translated on: July 1, 2012
INTERMEDIUM, competent to translate from Spanish into English language, after due verification, certifies that the present document is a complete, true, and correct rendition into English, to the best of our knowledge and ability, of the recto and verso of the document presented to us as a copy of the original, issued in Spanish language. In witness whereof we sign and affix our seal on this instrument.
GIL / REGISTRATION AS EX GOYA III

MARIANELLA ALVAREZ
MY COMMISSION # EE066843
EXPIRES February 22, 2015
(407) 398-0153 • FloridaNotaryService.com

0 4 JUL 2012

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TALLAHASSEE, FLORIDA

[This document, whose original consists of one page, reads as follows]:

[We observe, on the left edge of this page, three illegible partial round ink stamps. As well as, on the upper right corner of the same page, we observe one illegible round ink stamp superimposed by one illegible signature]

I, JUAN CARLOS GIL – Venezuelan, of age, of this domicile, bearer of the ID № 12.496.994, in my quality of President of the Mercantile Company HERMANOS GILSA, C.A., duly registered under the № 96 Tome I, of July 27, 2005, Third Trimester, in the presence of the Court of First Instance in the Civil, Mercantile, Transit and Work of the Second Judicial Circuit of the State Sucre, and duly registered to the First Mercantile Registry of the Judicial Circumscription of the State Sucre, under the № 27 Tome A-04 of March 18, 2009 – CERTIFY: that the deed subsequently transcribed is a true and exact copy of its original, which lays inserted in the Book of Assembly Deeds, by me represented.

Today, March 18, 2009, in the headquarters of the Company in this city of Cumaná, State Sucre, being present the citizens: JUAN CARLOS GIL, ZELINIA DE GIL, MARIANNE GIL and JUAN BAUTISTA GIL in their quality of owners of the totality of the stocks that forms the Social Capital of the Company, equivalent to the amount of BOLIVARES TWO HUNDRED TEN THOUSAND (Bs 210,000.00), verified the legal quorum, deliberated the celebration of an General Extraordinary Assembly of Stockholders, gathered without previous convocation, however declared legitimate to deliberate and take decisions, since in it is represented the totality of the Social Capital of the Company, with the purpose of discussing the following SOLE POINT: Application and Processing of the Credits to the Banco Agricola de Venezuela (B.A.V.), for the reconversion of the boat **GOYA III**, from INDUSTRIAL TRAWL FISHING to POLYVALENT, until the quantity that the parties consider convenient for the purpose of managing the finality of the credit application.

Took the word the President of the Company JUAN CARLOS GIL, who proposed the approbation of the Application and Proceedings to the Banco Agricola de Venezuela (B.A.V.) for the reconversion of the boat Goya III from of Industrial Trawl Fishing to Polyvalent, for the quantity that the parties consider convenient. The proposal was submitted to consideration and was approved unanimously; the assembly was closed, and, giving conformity to what discussed and approved in the assembly, the present persons sign. The citizen JUAN CARLOS GIL, previously identified, was authorized to perform the corresponding steps to the Mercantile Registry. Not having other points to consider, the assembly was declared concluded, after the reading of the present deed, which, in conformity was signed by the bystanders.

[Illegible signature]

Translated on: July 2, 2012

INTERMEDIUM, competent to translate from Spanish into English language, after due verification, certifies that the present document is a complete, true, and correct rendition into English, to the best of our knowledge and ability, of the recto and verso of the document presented to us as a copy of the original, issued in Spanish language. In witness whereof we sign and affix our seal on this instrument.

GIL / ACTA ASEMBLEA EXTRAORDINARIA GOYA III

04 JUL 2012

MARIANELLA ALVAREZ
MY COMMISSION # EE066843
EXPIRES February 22, 2015
(407) 398-0153 FloridaNotaryService.com

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[This document, whose original consists of one page, reads as follows]:

[We observe, on the left edge of this page, three illegible partial round ink stamps. As well as, on the upper right corner of the same page we observe one illegible round ink stamp superimposed by one illegible signature; and one date stamp with the date of] September 15, 2010

[Illegible signature]
MERYS CALZADILLA
Attorney
Impreabogado № 34.216

Citizen
First Mercantile Registrar of the Judicial Circumscription of the State Sucre.
His Office.

I, JUAN CARLOS GIL, Venezuelan, of age, civilly able, single, bearer of the ID № 12.496.994, of this domicile; acting in my quality of President of the Mercantile Society HERMANOS GILSA, C.A., duly registered in the First Mercantile Registry of the Judicial Circumscription of the State Sucre under the № 96 on the date of July 27, 2005, Tome 1; sufficiently authorized for this deed; respectfully address to you for explaining that: I present the Deed of the Ordinary Assembly by me represented, celebrated under the date of September 13, 2010, in which the following agenda was examined: **SOLE POINT: RATIFICATION OF THE DIRECTIVE COMMITTEE** of the Company. This communication is for the legal purposes of registration and publication; as well as requesting to the Citizen Mercantile Registrar to mail to me a certified copy of this document and the possessed deeds.
It is Justice, in Cumana under the date of its presentation.

[Illegible signature]

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TALLAHASSEE, FLORIDA

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[Coat of Arms]

BOLIVARIAN REPUBLIC OF VENEZUELA
DEPARTMENT OF THE PEOPLE POWER FOR INTERIOR AND JUSTICE

RM № 424
200th and 151st

AUTONOMOUS SERVICE OF REGISTRY AND NOTARY OFFICES
FIRST MERCANTILE REGISTRY OF THE STATE SUCRE

Municipality Sucre, September 15 of the year two thousand ten

Being presented the previous document by its signer, for its registration in the Mercantile Registry and fixing, let it be done in conformity, and the original be filed. The previous document, prepared by the Att. MERYS JOSEFINA CALZADILLA MARTINEZ IPSA, № 34216, is registered in the Mercantile Registry under the Number: 5, TOME 22-A, RM424. Paid rights Bs 219.70, according the File № 42400003867, Counter № N/A for Bs 78.00.
Reviewer Attorney: RAMON GUMERSINDO RODRIGUEZ VALLES.

Said insertion was done by LIGIA LEON

[We observe one illegible round ink stamp]
[Illegible signature]
Mercantile Registrar
Att. RAMON RODRIGUEZ VALLÉS

THIS PAGE PERTAINS TO:
HERMANOS GILSA, C.A.
File number: 21975
DIV

[Logo]: SAREN

Translated on: June 30, 2012
INTERMEDIUM, competent to translate from Spanish into English language, after due verification, certifies that the present document is a complete, true, and correct rendition into English, to the best of our knowledge and ability, of the recto and verso of the document presented to us as a copy of the original, issued in Spanish language. In witness whereof we sign and affix our seal on this instrument.
GIL / ASAMBLEA ORDINARIA REGISTRATION

MARIANELLA ALVAREZ
MY COMMISSION # EE066843
EXPIRES February 22, 2015

0 4 JUL 2012

INTERMEDIUM
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[This document, whose original consists of one page, reads as follows]:

[We observe, on the left edge of this page, three illegible partial round ink stamps. As well as, on the upper right corner of the same page, we observe one illegible round ink stamp, superimposed by one illegible signature and by another illegible round ink stamp]

I, JUAN CARLOS GIL, Venezuelan, of age, of this domicile, bearer of the ID № 12.496.994, in my quality of President of the Mercantile Company HERMANOS GILSA, C.A., duly registered under the № 96 Tome I, CERTIFY: that the deed subsequently transcribed is a true and exact copy of its original, which lays inserted in the Book of Deeds by me represented.

Today, September 13, 2010, in the headquarters of the Company, in the San Antonio Avenue № 17, Guiria, State Sucre, gather: JUAN CARLOS GIL, MARIANNE GIL, JUAN BAUTISTA GIL and ZELINIA SALAZAR DE GIL; Venezuelan, of age, single the first; married the second; single the third, and married the last; bearer of the ID № 12.496.994, 12.029.224, 2.167.462 and 833.092 respectively, sole stockholders who represent the totality of the Social Capital of the Company. Verified the legal quorum, they agreed to celebrate a General Ordinary Stockholders Assembly, gathered without previous convocation, but declared legitimate to deliberate and take decisions, since in it is represented the totality of the Social Capital of the Company, with the purpose of discussing the following **SOLE POINT: RATIFICATION OF THE DIRECTIVE COMMITTEE** of the Company. Considered the sole point, the citizen JUAN CARLOS GIL takes the word. The Sole Point of the agenda was presented: RATIFICATION OF THE DIRECTIVE COMMITTEE OF THE COMPANY, which subsequently was deliberated; the same was discussed by the bystanders, and was approved unanimously by the Assembly, remaining this way: JUAN CARLOS GIL with the charge of President; MARIANNE GIL with the charge of Vice-President; JUAN BAUTISTA GIL with the charge of Administrator; ZELINIA SALAZAR with the charge of Staff Director, all of them previously identified; and the Att. Diomay Rodríguez, registered in the C.P.C. 25.865 of the C.I. № V-8.373.335 whit the charge of Commissioner. The present agreements and decisions have been approved with the favorable vote of the totality of the present stockholders. The Assembly authorized the citizen JUAN CARLOS GIL, previously identified, to perform the corresponding participation and inscription to the Mercantile Registry. Not having other points, the Assembly was concluded, and all the bystanders, in conformity, signed the respective deed: (SIGNED) JUAN CARLOS GIL; (SIGNED) MARIANNE GIL; (SIGNED) JUAN BAUTISTA GIL; (SIGNED) ZELINIA SALAZAR DE GIL.

[One illegible signature]

Translated on: July 2, 2012

INTERMEDIUM, competent to translate from Spanish into English language, after due verification, certifies that the present document is a complete, true, and correct rendition into English, to the best of our knowledge and ability, of the recto and verso of the document presented to us as a copy of the original, issued in Spanish language. In witness whereof we sign and affix our seal on this instrument.

GIL / ACTA AS EX RATIFICATION JUNTA DIRECTIVA

MARIANELLA ALVAREZ
MY COMMISSION # EE066843
EXPIRES February 22, 2015
(407) 398-0153 FloridaNotaryService.com

0 4 JUL 2012

REPÚBLICA BOLIVARIANA DE VENEZUELA

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

SERVICIO AUTÓNOMO DE REGISTROS Y NOTARÍAS.
REGISTRO MERCANTIL PRIMERO DEL ESTADO SUCRE

RM No. 424
202° y 153°

FILED
12 JUL 17 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Quien suscribe:

C E R T I F I C A

Que se ha confrontado la **Copia Certificada Fotostática** constante de **dieciocho (18)** folio(s), que a continuación se reproducen, y que es traslado fiel y exacto del Documento inscrito bajo el Número:

27 - HERMANOS GILSA,C.A, TOMO 4-A-2009 RM424., DE FECHA: 18/03/2009.-

CORRESPONDIENTE A LA EMPRESA: **HERMANOS GILSA, C.A**.

Que se encuentran insertos al Expediente Nº: **22975**.

Con fecha: **MUNICIPIO SUCRE, 14 DE JUNIO DEL AÑO DOS MIL DOCE**.

CERTIFICA, igualmente que esta **Copia Certificada Fotostática** ha sido elaborada en esta oficina por el funcionario: **ALI JOSE SERRANO RAPOZO**.

Con Cédula de Identidad Nº: **V-16.314.649**.

Persona autorizada por mí para hacerla y quien suscribe cada una de las páginas de la presente certificación.

Registrador Mercantil (Titular)
Abogado DR: RAMÓN RODRÍGUEZ VALLES

SAREN
SERVICIO AUTÓNOMO DE REGISTROS Y NOTARÍAS

MINISTERIO DEL PODER POPULAR PARA LAS RELACIONES INTERIORES Y JUSTICIA REGISTRO MERCANTIL PRIMERO DEL ESTADO SUCRE

Yo, EMMA ASCANIO

Mayor de edad y titular de la Cedula de identidad Nº 8899924

Actuando en este acto con carácter de, Interesado;

De la Empresa , Hermanos Gibsa; ca,

Sociedad Mercantil , inscrita antes este Registro Mercantil, a su digno cargo en fecha, 18/3/09 *Bajo el Nº,* 27 *Tomo,* A-04;

Ante Ud., muy respetuosamente acudo para solicitar (Una *) copia* Certificada *del* Expediente completo

Cursando en el Expediente de la prenombrada a los fines que me interesan.

Cumana a los 14 *de* Junio *de* 2012

FIRMA : [firma]

C.I.Nº : 8.899.924

REPÚBLICA BOLIVARIANA DE VENEZUELA

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

SERVICIO AUTÓNOMO DE REGISTROS Y NOTARÍAS.
REGISTRO MERCANTIL PRIMERO DEL ESTADO SUCRE

RM No. 424
202° y 153°

Municipio Sucre, 14 de Junio del año 2012

Por recibido en esta misma fecha constante de **dieciocho** (**18**) folio(s) útil(es). Agréguese la solicitud al expediente de la Compañía. Expídase copia certificada con inserción del presente Auto. Los derechos arancelarios fueron cancelados según Recibo Número: **42400020155**

Quien suscribe hace constar que la anterior **Copia Certificada Fotostática** es copia fiel y exacta de los que corren insertos al expediente número: **22975** las cuales fueron canceladas según planilla RM Nº: **424.2012.2.2127**

Registrador Mercantil (Titular)
Abogado DR. RAMÒN RODRIGUEZ VALLES

ESTA PÁGINA PERTENECE A:
HERMANOS GILSA, C.A
Número de expediente: **22975**

SAREN
SERVICIO AUTÓNOMO DE REGISTROS Y NOTARÍAS
MINISTERIO DEL PODER POPULAR PARA RELACIONES INTERIORES Y JUSTICIA

Seaddy Sayago
ABOGADO
IPSA Nº 107.184

Ciudadano:

Registrador Mercantil Primero de la Circunscripción Judicial del Estado Sucre.

Su Despacho.-

FILED
12 JUL 17 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Yo, JUAN CARLOS GIL, venezolano, mayor de edad, de este domicilio y titular de la Cedula de Identidad Nº 12.496.994, debidamente autorizado por la Asamblea General de Accionistas y los estatutos de la Compañía " HERMANOS GILSA, C.A. " Sociedad Mercantil debidamente inscrita por ante el Juzgado de Primera Instancia en lo Civil, Mercantil, Transito del Segundo Circuito Judicial del Estado Sucre, en fecha 27 de Julio de 2.005, bajo el Nº 96, Tomo 1, Tercer Trimestre, ante usted, ocurro muy respetuosamente ante su competente autoridad para presentarle como en efecto le presento en forma original el Acta de Asamblea Extraordinaria de Accionistas de la Empresa HERMANOS GILSA, C.A., debidamente registrada en el Juzgado de Primera Instancia, en lo Civil, Mercantil, Transito y Trabajo del Segundo Circuito Judicial del Estado Sucre, bajo el Nº 71, Tomo 1-B, Tercer Trimestre, asentada en el Libro de Actas y en donde se aprobaron por unanimidad el siguiente punto único: Cambiar el Domicilio para la Ciudad de Cumana, Municipio Sucre del Estado Sucre.

Igualmente solicito me sean expedidas dos (2) Copias Certificadas para efectos de su publicación de Ley.

Es Justicia, en Cumana, a la fecha de presentación.

REPUBLICA BOLIVARIANA DE VENEZUELA

REGISTRO MERCANTIL PRIMERO

de la Circunscripción Judicial del Estado Sucre

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Cumaná, DIECIOCHO (18) DE MARZO DEL DOS MIL NUEVE (2009) 198° y 149° Presentada la anterior participación. Cumplidos como han sido los requisitos de ley, inscríbase en el Registro Mercantil junto con el documento presentado: fíjese y publíquese el asiento respectivo; fórmese el expediente de la Compañía y archívese original junto con el ejemplar de los Estatutos y demás recaudos acompañados. Expídase la copia 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 el Abogado: SEADY SAYAGO, se inscribe en el Registro de comercio bajo el N° **27** Tomo **A-04** (1er.Trimestre). Derecho pagados **Bs. 137.50** según planilla N° **62508.** La Identificación se efectuó así: **JUAN CARLOS GIL, con** Cedula de Identidad N°. 12.496.994. La inserción fue hecha por: LIGIA LEON.-------

EL REGISTRADOR MERCANTIL.-

Dr. Ramon Rodriguez
REGISTRO MERCANTIL PRIMERO DE LA CIRCUNSCRIPCION JUDICIAL DEL ESTADO SUCRE

Este folio pertenece a: " HERMANOS GILSA, C.A..

CIUDADANO.
JUZGADO DE PRIMERA INTANCIA EN LO CIVIL MERCANTIL, TRANSITO DEL SEGUNDO CIRCUITO JUDICIAL DEL ESTADO SUCRE.
Su despacho.

FILED
12 JUL 17 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Yo, **JUAN CARLOS GIL**, venezolano, mayor de edad, civilmente hábil, titular de la Cédula de Identidad Nro. **12.496.994** y de este domicilio actuando en este acto en mi carácter de Presidente de la Empresa HERMANOS GILSA C.A", respetuosamente acudo ante este despacho para exponer: Solicito se sirva agregar al expediente donde repose la presente acta y las sucesivas actas que se produzcan como consecuencia del giro de la empresa Hermanos Gilsa C.A. Participación que hago a Usted, a los fines previstos en el artículo 216º del Código de Comercio, con el ruego de que una vez que haya sido comprobado por el Registro a su digno cargo, el cumplimiento de los requisitos de Ley, me sean expedidas dos (02) Copia Certificada, de este escrito, sus anexos y los autos que se produzcan sobre estos recaudos. En la ciudad de Cumaná, a la fecha de su presentación y registro.

JUAN CARLOS GIL

ACTA DE ASAMBLEA EXTRAORDINARIA DE ACCIONISTAS

En la ciudad de Cumaná, siendo las nueve y media de la mañana (9:30 p.m.) del día veinte (20) de septiembre del año dos mil cinco, se reunieron en la calle el Salado, N° 12, Parroquia Ayacucho del Estado Sucre, reunidos todos los accionistas, por lo que no fue necesaria la convocatoria; estando presentes JUAN CARLOS GIL; ZELINIA DE GIL; JUAN BAUTISTA GIL y MARIANNE GIL presidida la misma por el ciudadano JUAN CARLOS GIL, con la finalidad de presentar el único punto en la Agenda del día que comprende:

Modificación de la Cláusula Segunda del documento constitutivo estatutario de la Empresa HERMANOS GILSA, C.A. Verificado el quórum,. se procede a nombrar al Director de Debate, cuya responsabilidad recayó en el ciudadano JUAN BAUTISTA GIL , quien fue postulado para asumir el cargo de Director de debate, seguidamente, se procedió a votar con la señal de costumbre. Por lo que de inmediato se pasó a considerar el único punto de la Agenda. En este estado toma la palabra el ciudadano JUAN CARLOS GIL y somete a consideración de todos los accionistas presentes, la modificación de la Cláusula Segunda del documento estatutario de la Compañía EMPRESA HERMANOS GILSA, C.A., por cuanto es de vital importancia tener el domicilio principal en la ciudad de Cumaná, y aunado a esto, el Código Civil establece que el domicilio de una sociedad es donde tiene la sede administrativa es por lo que propongo tomar en consideración modificar la cláusula segunda: "El domicilio de la sociedad es la Avenida San Antonio N° 17 Guiria Estado Sucre, pudiendo, no obstante establecer agencias o sucursales en cualquier otro lugar del territorio Nacional o en el exterior, cuando así lo acuerde la Asamblea de Accionista convocada a tal efecto". **Por unanimidad**

todos los accionistas presentes APRUEBAN **modificar la Cláusula segunda**

En este estado al ser aprobada la cláusula segunda quedó redactada en los siguientes términos:

<u>CLÁUSULA SEGUNDA</u>: El domicilio de la Sociedad es la Calle El Salado N° 12, Parroquia, Ayacucho Municipio Sucre, Cumaná Estado Sucre pudiendo, no obstante, establecer agencias o sucursales en cualquier otro lugar del Territorio Nacional o en el exterior, cuando así lo acuerde la Asamblea de Accionistas convocada a tal efecto mediante una nueva asamblea. Una vez deliberado suficientemente dicho punto, se somete a consideración de todos los presentes quienes aprobaron la cláusula segunda en los términos redactado y se acuerda presentar la Asamblea Extraordinaria por ante el Juzgado Primero de Primera Instancia en lo Civil, Mercantil, Transito, Agrario del Segundo Circuito Judicial del Estado Sucre. Para lo cual se designa el socio Juan Carlos Gil para que presente por ante el mencionado Juzgado el Acta de Asamblea Extraordinaria contentiva de la modificación de la Cláusula Segunda del Registro Mercantil de la Empresa Hermanos Gilsa C.A Por lo que agotado el punto de la Agenda del día, se dio por terminada la asamblea a las 11:30 a.m y se redactó la presente acta, la cual firman en señal de conformidad.

FILED
12 JUL 17 PM 4: 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUZGADO DE PRIMERA INSTANCIA EN LO CIVIL, MERCANTIL, TRÁNSITO, AGRARIO Y BANCARIO DEL SEGUNDO CIRCUITO DE LA CIRCUNSCRIPCIÓN JUDICIAL DEL ESTADO SUCRE.-

ABOGADO: SUSANA GARCÍA DE MALAVE, Juez del Juzgado de Primera Instancia en lo Civil, Mercantil, Tránsito, Agrario y Bancario del Segundo Circuito de la Circunscripción Judicial del Estado Sucre. CERTIFICA: Que las copias fotostáticas que anteceden son traslados fieles y exactos de sus originales, relacionados con la Sociedad Mercantil, " HERMANOS GILSA C.A.," e inserta bajo el No 71 folios 434 al 437 Tomo No. 1-B Tercer Trimestre, llevado en este Tribunal durante el corriente año 2.005, dichas copias fueron elaboradas por la ciudadana: DAMERIS RONDON persona autorizada y quién junto conmigo la suscribe por aplicación analógica del Artículo 120 de la Ley de Registro Público. En Carúpano, 27 de Septiembre del año 2.005.-

La Juez Provisorio,

Abog. Susana García de Malavé

LA PERSONA AUTORIZADA,
Asistente

Dameris Rondon

SGDM/fv/dr

FILED
12 JUL 17 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CIUDADANO.
JUZGADO DE PRIMERA INSTANCIA EN LO CIVIL MERCANTIL TRANSITO AGRARIO BANCARIO DEL SEGUNDO CIRCUITO JUDICIAL DEL ESTADO SUCRE.
Su despacho.

Yo, JUAN CARLOS GIL, venezolano, mayor de edad, civilmente hábil, titular de la Cédula de Identidad Nro. 12.496.994 y de este domicilio, actuando en este acto en mi carácter de Presidente de la Empresa HERMANOS GILSA C.A", respetuosamente acudo ante este despacho para exponer: Adjunto Acta Constitutiva Estatuaria de la empresa que represento, al mismo tiempo anexo inventario de bienes muebles por la cantidad de VEINTIÚN MILLON DE BOLIVARES CON CERO CENTIMOS (Bs. 21.000.000,00), que representa el diez por ciento (10%) del capital social suscrito de la Compañía, a los fines de ser agregados al expediente respectivo y el pago de CIENTO OCHENTA Y NUEVE MILLONES DE BOLIVARES CON CERO CENTIMOS (Bs. 189.000.000,00), de las acciones suscrita por los accionistas ciudadanos ZELINIA DE GIL, JUAN BAUTISTA GIL Y MARIANNE GIL, que fueron cancelada con su Fondo de Comercio. Participación que hago a Usted, a los fines previstos en el artículo 215 del Código de Comercio vigente, con el ruego de que una vez que haya sido comprobado por el Registro a su digno cargo, el cumplimiento de los requisitos de Ley, se sirva ordenar el registro y publicación del referido documento constitutivo estatuario de mi representada. Por último solicito. me sean expedidas dos (02) Copia Certificada, de este escrito, sus anexos y los autos que se produzcan sobre estos recaudos. En la ciudad de Cumaná, a la fecha de su presentación y registro.

12496994
JUAN CARLOS GIL

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12 JUL 17 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SERVICIOS JNL S.R.L.
Fecha: 03 08 05
Publicado por Diario
Boletín Mercantil
EDIC: 2928.

JUZGADO DE PRIMERA INSTANCIA EN LO CIVIL, MERCANTIL BANCARIO, TRANSITO, AGRARIO, BANCARIO Y MARITIMO DEL SEGUNDO CIRCUITO DE LA CIRCUNSCRIPCIÓN JUDICIAL DEL ESTADO SUCRE.-

Carúpano, 27 de JULIO del año 2.005
195º y 146º

Por presentado el anterior documento por su firmante, para su inscripción en el Registro Mercantil y fijación correspondiente. Hágase de conformidad y archívese el original. El anterior documento redactado por el Abogado: TARCI ELENA AVILE., e inscrito en el Inpreabogado bajo el Nº 105.961 inscribe en el Registro de Comercio bajo el Nº 96 folios 530 al 538 Tomo Nº 1 Tercer Trimestre. La Identificación se efectúo así JUAN CARLOS GIL., Titular de la Cédula de Identidad Nº 12.496.994 La inserción fué hecha por: ARZANNY ALCALA Asistente II).

La Juez.,

Abog. Susana García de Malavé

LA SECRETARIA,

Francis Vargas de Regnault

SGDM/Fvc/aa

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. B. M.

Firma: ....
Fecha: ....

Nosotros, **ZELINIA DE GIL, JUAN BAUTISTA GIL, MARIANNE GIL** y **JUAN CARLOS GIL,** venezolanos, mayores de edad, comerciantes, civilmente hábiles, de este domicilio y titulares de las Cédulas de Identidad Números **V-2.[illegible]92, 2.167.462, 12.029.224 y 12.496.994,** respectivamente, de estado civil casados los dos primeros y solteros los dos restantes; por el presente documento declaramos: Hemos convenido en constituir, como en efecto lo hacemos en este acto, una compañía Anónima, que se regirá por las disposiciones del código de Comercio y las presentes bases constitutivas, redactadas con suficiente amplitud para que sirvan a su vez de Estatutos Sociales, las cuales son del tenor siguiente::

TITULO I
NOMBRE, DOMICILIO, OBJETO Y DURACION.

PRIMERA: La Sociedad se denominará **" HERMANOS GILSA C.A".**

SEGUNDA: El domicilio de la sociedad es la Avenida San Antonio N° 17, Guiria Estado Sucre, pudiendo, no obstante, establecer agencias o sucursales en cualquier otro lugar del Territorio Nacional, o en el exterior, cuando así lo acuerde la Asamblea de Accionistas convocada a tal efecto.

TERCERA: El objeto de la sociedad será primordialmente explotar el ramo de todas aquellas actividades que tengan relación con la compra, venta y procesamiento de todos los productos del mar y distribución de los mismo, nacionales e importados; Los anteriores actos no son limitativos y por tanto la sociedad podrá dedicarse a todas las actividades de lícito comercio estén o no comprendidas en la numeración que antecede, la cual deberá considerarse en todo momento meramente enunciativa y no taxativa.

CUARTA: La duración de la sociedad será de veinte (20) años, contados a partir de la fecha de inscripción del presente documento por ante el Registro Mercantil respectivo. Antes de la expiración de éste término, la Asamblea General de Accionistas, en reunión convocada al efecto, podrá prorrogar la duración de la sociedad por un plazo similar o inferior.

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TITULO II

CAPITAL Y ACCIONES

<u>QUINTA</u>: El Capital Social de la Compañía es la cantidad de **DOSCIENTOS DIEZ MILLONES DE BOLIVARES** (**Bs.210.000.000,00**) dividido en MIL (**1.000**) Acciones con un valor nominal de **DOSCIÈNTOS DIEZ MIL BOLIVARES (Bs 210.000.00),** cada una, las cuales los accionistas han suscrito y pagado de la siguiente forma, los ciudadanos: **ZELINIA DE GIL Y JUAN BAUTISTA GIL** han suscrito **SEISCIENTAS DIEZ (610)** acciones por un valor de **CIENTO VEINTIOCHO MILLONES CIEN MIL BOLIVARES CON CERO CENTIMOS (Bs. 128.100.000,oo),** la ciudadana **MARIANNE GIL,** ha suscrito y pagado **DOSCIENTOS NOVENTA (290) ACCIONES** por un valor de **SESENTA MILLONES NOVECIENTOS MIL BOLÍVARES (Bs. 60.900.000,00) Y JUAN CARLOS GIL,** ha suscrito **CIEN (100)** acciones por un valor de **VEINTIUN MILLONES DE BOLIVARES CON CERO CENTIMOS (Bs. 21.000.000,oo).** El capital social suscrito de la compañía, ha sido pagado por los accionistas en un cien (100%), según se evidencia mediante Inventario de bienes muebles por la cantidad de **DOSCIENTOS DIEZ MILLONES DE BOLIVARES CON CERO CENTIMOS (Bs. 210.000.000,oo),** cuyo original se anexa al presente documento, formando parte integrante del mismo.

<u>SEXTA</u>: Las acciones indivisibles no convertibles al portador y confieren a sus accionistas iguales derechos e imponen iguales obligaciones. Los accionistas tendrán preferencia para adquirir la acción o acciones que algunos de ellos vaya a cederé. A tal efecto, el accionista que desea ceder una o más, o la totalidad de sus acciones lo participará por escrito a todos los demás accionistas. Si los accionistas manifestaren por escrito su deseo de adquirirlas, pero no se pudieran poner de acuerdo sobre cual de ellos o en que proporción entre ellos serán adquiridas entonces el accionista vendedor queda en plena libertad para cederla,

su elección, a cualquiera de los accionistas que hubieran manifestado su deseo de adquirirlas si ninguno de los accionistas manifestare deseo de adquirir la acción o acciones ofrecidas, entonces tendrán que resolver: 1ro) Si autorizan al accionista cedente para hacer la cesión de su(s) acción(s) a una tercera persona, extraña a la sociedad. Este consentimiento tiene que ser otorgado por la mayoría de los accionistas, que represente, por lo menos las tres cuartas partes del capital social. 2do). Si este consentimiento no se lograre, la notificación que se le haga, a optar entre presentar una persona que adquiera la(s) acción(s) en las condiciones sometidas por el accionista cedente, y el de considerar excluido a este último de la sociedad, y a liquidar su(s) acción(s) de acuerdo con lo previsto en la parte final del artículo 205 del Código de Comercio o sea, liquidar la(s) acción(es) por su justo valor, en cuyo caso se observarán las disposiciones concernientes a la reducción del capital social, si por razón del pago de esa(s) acción(es), el monto nominal del capital social deba ser reducido. Asimismo, para suscribir las nuevas acciones que se emitan como consecuencia de aumentos de capital, la Asamblea que resuelva el aumento de capital determinará las modalidades y condiciones del ejercicio de tal derecho preferencial. Los accionistas tienen derecho preferencial para suscribir las nuevas acciones que se emitan como consecuencia de aumentos de capital o por la venta de acciones que efectúe cualquier accionista, en proporción a las acciones que efectúe cualquier accionista, en proporción a las acciones que posean en la sociedad para el momento del aumento de capital determinará las modalidades y condiciones del ejercicio de tal derecho preferencial.

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TALLAHASSEE, FLORIDA

TITULO III
ASAMBLEAS DE ACCIONISTAS

SEPTIMA: La Asamblea General de Accionistas regularmente constituida representa la universalidad de los accionistas y sus acuerdos serán obligatorios para todos, tanto para los asistentes a la Asamblea, como para los que hayan dejado de asistir a ella; la Asamblea General de Accionistas es el órgano

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supremo de la sociedad y como tal estará investida de las más amplias facultades para dirigir y administrar los negocios sociales.

OCTAVA: Sin perjuicio de lo dispuesto en la cláusula anterior, y de lo que disponga la Ley, la Asamblea General Ordinaria de Accionistas tendrá las siguientes facultades: 1.- Nombrar y remover al Presidente; 2.- Nombrar y remover al Comisario; 3.- Fijar las remuneraciones del Presidente y del Comisario; 4.- Examinar y decidir sobre las cuentas y balances que presente el Presidente; 5.- Acordar los aumentos y reducciones de Capital o los reintegros de los mismos; 6.- Decidir sobre la emisión, obligaciones, bonos o títulos análogos y sobre el reembolso de los mismos; 7.- Autorizar la obtención de préstamos bancarios o de cualquier otra índole fijando las condiciones y modalidades de los mismos; 8.- Autorizar la emisión de letras de cambio, pagarés, aperturas de cartas de crédito y el descuento de los efectos mercantiles; 9.- Autorizar la celebración de cualquiera clase de contratos o actos jurídicos requeridos en las actividades de la empresa; 10.- Autorizar el gravamen, adquisición y disposición de bienes muebles o inmuebles; 11.- Modificar parcial o totalmente, el presente documento Constitutivo Estatuario; 12.- Decidir sobre la fusión, asociación, incorporación, disolución y liquidación de la sociedad; 13.- Decidir sobre cualquier otro asunto que especialmente le sea sometido por el Presidente o un número de accionistas que represente por lo menos la quinta parte del capital social.

NOVENA: Las reuniones de Asambleas Generales Ordinarias de Accionistas, se efectuarán durante el primer trimestre siguiente al cierre del ejercicio fiscal correspondiente a cada año, a los fines enumerados en el artículo 275 del Código de Comercio y extraordinariamente siempre que así lo decida el Presidente o un número de Accionistas que represente por lo menos la quinta parte del capital social. La convocatoria para las Asambleas Generales de Accionistas, ya sean éstas ordinarias o extraordinarias, deberán ser formuladas por el Presidente expresando el día, la hora y el lugar, en que debe llevarse a cabo la misma mediante carta o telegrama con ocho (08) días de anticipación a la fecha señalada por la Asamblea. Para la validez de la Asamblea bastará que se encuen-

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representada en ella por lo menos el SETENTA Y CINCO POR CIENTO (75%) de la totalidad del Capital Social. La presencia de una Asamblea General Ordinaria o Extraordinaria de Accionistas, de la totalidad del capital social hace innecesario el requisito de la convocatoria previa, la Asamblea Extraordinaria se reunirá cada vez que los intereses de la sociedad lo requieran.

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TITULO IV
ADMINISTRACION

DECIMA: La administración de la sociedad, estará a cargo de Un (01) Presidente y de Un (01) Vice- Presidente. El Presidente tendrá los más amplios poderes de administración y disposición, representará y obligará a la sociedad con su sola firma, deberá ser accionista. El Vice- Presidente tendrá a su cargo la responsabilidad de asumir la Presidencia en ausencia Temporal o permanente del Presidente. Ambos durará en su cargo Cinco (05) años, y ejercerá sus funciones hasta ser reemplazado o ser reelegido. El Presidente y Vice-Presidente depositarán cinco (05) acciones de conformidad a lo preceptuado en el artículo 244 del Código de comercio.

El Presidente tiene el siguiente poder de administración y disposición y le corresponde igualmente la gestión diaria de los negocios de la sociedad con las siguientes atribuciones: 1.- Ejercer la suprema dirección de los negocios de la sociedad, fijando la política general a seguir en sus actividades; 2.- Formular los planes generales de trabajo de la empresa y las normas generales de funcionamiento de las mismas; 3.- Aprobar los planes de las operaciones y de desarrollo de la sociedad; 4.- Autorizar la apertura de cuentas bancarias, y de las modalidades de su movilización; actividad que podrá realizar conjunta o separadamente con el ciudadano JUAN BAUTISTA GIL, en su carácter de Administrador, 5.- Presentar anualmente a la Asamblea General Ordinaria de Accionistas, el balance general, los estados de ganancias y perdidas y el informe sobre gestión durante el correspondiente ejercicio; 6.- Representar judicial y extrajudicialmente a la sociedad; 7.- Fijar las utilidades u oportunidades de pago de los dividendos de los accionistas; 8.- Nombrar los apoderados especiales,

D. B. M.

judiciales y factores mercantiles; 9.- Resolver sobre las solicitudes accionistas en relación a la cancelación y emisión de nuevos títulos de accion 10.- Las facultades y atribuciones anteriormente señaladas, no son de caráct taxativo, sino meramente enunciativas.

UNDECIMA: La Sociedad tendrá un Comisario, nombrado por la Asamblea General Ordinaria de Accionistas, que durará dos (02) años en el ejercicio fis y una vez aprobado el balance respectivo.

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TITULO V

DISPOSICIONES COMPLEMENTARIAS

DECIMA SEGUNDA: La distribución de los beneficios se hará al finaliz cada ejercicio fiscal y una vez aprobado el balance respectivo.

DECIMA TERCERA: Anualmente se destinará, de los beneficios líquid computados después de registrar los apartados para la depreciación, amortizaci e impuesto sobre la renta, una cuota del CINCO POR CIENTO (5%), por menos para formar el fondo de reserva legal hasta que el mismo alcance el DI POR CIENTO (10%), del capital social. El remanente de las ganancias utilizará según el destino que decida la Asamblea.

DECIMA CUARTA: En caso de liquidación de la sociedad, esta se hará en d (02) liquidadores nombrados por la Asamblea General de Accionistas, los cua tendrán las facultades y obligaciones previstas en la ley, salvo que la Asamb resuelva lo contrario.

DECIMA QUINTA: El primer ejercicio económico de la sociedad comenza el día de su inscripción en el Registro Mercantil y finalizará el día treinta y u (31) de diciembre del mismo año. Los ejercicios económicos sucesi comenzarán el día 01 de Enero de cada año y terminará el día treinta y uno (3 de Diciembre del mismo año.

DECIMA SEXTA: En todo lo no previsto en éste documento constituti estatuario, regirán las disposiciones del Código de Comercio.

DECIMA SEPTIMA: Para el primer ejercicio de la Sociedad se han designa a los ciudadanos JUAN CARLOS GIL, para ocupar el cargo de Presidente; a

D. B. M.

ciudadana MARIANNE GIL, para ocupar el cargo de Vice-Presidente, JUAN BAUTISTA GIL, Administrador, y ZELINIA SALAZAR de GIL Directora de Personal, anteriormente identificados y comisario, al Lic. Diomay Rodríguez, inscrito en C.P.C: 25.865, de C.I: N° 8.373.335.

DÉCIMA OCTAVA: La Asamblea decidió autorizar al ciudadano JUAN CARLOS GIL , anteriormente identificado, para que en su condición de Presidente de la Sociedad, de cumplimiento a las formalidades exigidas por el Código de Comercio para el Registro del presente documento por ante la Oficina del Registro Mercantil, respectiva. En la ciudad de Carúpano, a la fecha de su presentación.

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JUZGADO DE PRIMERA INSTANCIA EN LO CIVIL, MERCANTIL BANCARIO, TRANSITO, AGRARIO, BANCARIO Y MARITIMO DEL SEGUNDO CIRCUITO DE LA CIRCUNSCRIPCIÓN JUDICIAL DEL ESTADO SUCRE.-

ABOGADO: SUSANA GARCIA DE MALAVE, Juez del Juzgado de Primera Instancia en lo Civil, Mercantil, Tránsito, Agrario, Bancario y Marítimo del Segundo Circuito de la Circunscripción Judicial del Estado Sucre. CERTIFICA: Que las copias fotostáticas que anteceden son traslados fieles y exactos de sus originales, relacionados con la Sociedad Mercantil, "HERMANOS GILSA., C.A.," e inserta bajo el No 96 folios 530 al 538 Tomo No.1 Tercer Trimestre, llevado en este Tribunal durante el corriente año 2.005, dichas copias fueron elaboradas por la ciudadana: ARIANNY ALCALA persona autorizada y quién junto conmigo la suscribe por aplicación analógica del Artículo 120 de la Ley de Registro Público. En Carúpano, 27 de JULIO del año 2.005.-

La Juez.

Abog. Susana García de Malavé

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LA PERSONA AUTORIZADA,
Asistente II

Arianny Alcalá

SGDM/aa

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Licda EMMA J. ASCANIO M
CONTADOR PÚBLICO COLEGIADO
C.P.C 33782

INFORME DEL CONTADOR PÚBLICO INDEPENDIENTE SOBRE LA APLICACIÓN DE PROCEDIMIENTOS PREVIAMENTE CONVENIDOS.

27 SEPTIEMBRE 1973

Dirigido a:
"HERMANOS GILSA, C.A"

*He realizado los procedimientos enumerados a continuación, los cuales fueron previamente convenidos con **ZELINIA DE GIL, JUAN BAUTISTA GIL, MARIANNE GIL Y JUAN CARLOS GIL**, portadores de las cédulas de identidad **Nº V-2.833.092, 2.167.462, 12.029.224 y 12.496.994** respectivamente, solamente para certificar el Inventario de Bienes al 17-06-2005 como Aporte al Capital Social de la empresa **"HERMANOS GILSA, C.A"**. Este compromiso para la aplicación de procedimientos previamente convenidos, fue realizado de acuerdo con la norma "servicios Especiales Prestados por Contadores Públicos Independientes SEPC-4" promulgada por la Federación de Colegios de Contadores Públicos de Venezuela. La suficiencia de los procedimientos es solamente responsabilidad del usuario del informe. Consecuentemente, no representa compromiso alguno acerca de la suficiencia de los procedimientos descritos a continuación, tanto para el propósito por el cual este informe ha sido requerido o para cualquier otro propósito.*

El objetivo de mi trabajo mediante la aplicación de procedimientos previamente convenidos fue llevado a cabo procedimientos de revisión de los documentos de aporte de cada uno de los accionistas en los cuales he convenido con la entidad y cualquiera terceras partes interesadas. No fui contratado para auditar, y no realicé una auditoria, cuyo objetivo sería la expresión de una opinión sobre los elementos específicos, cuentas o estados financieros. De haber realizado procedimientos adicionales, otros asuntos pudieron haber llamado mi atención que hubieran sido informados.

*El propósito de este informe, es solamente para el usuario especifico **HERMANOS GILSA, C.A"** y no deberá ser utilizado por otros quienes no tuvieron conocimientos de los procedimientos aplicados y no asumieron la responsabilidad por la suficiencia de los mismos.*

COLEGIO DE CONTADORES PUBLICOS DEL ESTADO SUCRE
VISADO
Nº 8725 20 JUN 2005
Fecha: 17-06-2005
Firma:
"El Colegio sólo certifica el Número de Inscripción del Contador Público actuante y su solvencia a los efectos del ejercicio profesional".

Licda. Emma J. Ascanio M.
C.P.C 33.782

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HERMANOS GILSA C.A
INVENTARIO DE BIENES
AL 17/06/05
(EXPRESADOS EN BOLÍVARES)

CANTIDAD	DESCRIPCION	MONTO
1	Lancha a motor:Eslora (25,00 manga (6,5mts),puntal (3,60 mts). Toneladas britas de arqueo (116,25). Tonelada neta de arqueo (73,30), Denomida "BARRACUDA I"	105.000.000,00
1	Vehículo clase Camión , tipo estaca, marca Chevrolet, color Rojo, modelo C-3500. Serial de motor XWV313398. serial de carroceria 8ZCJC34RXWV313393	23.100.000,00
1	Galpón de dos niveles , planta baja y mezzanina, ubicado en la Avenida "San Antonio, Municipio Autonomo Valdez del Estado Sucre signado con el Nº 17.	55.300.000,00
	Máquina de Soldar a Gasoil CK 1643-1 Classic 300D PERKINS.	21.000.000,00
	Herramientas y Equipos.	5.600.000,00
	TOTAL DE INVENTARIO BIENES APORTADOS	210.000.000,00

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TALLAHASSEE, FLORIDA

ZELINIA DE GIL
C.I:2.833.092

JUAN BAUTISTA GIL
C.I:2.167.462

MARIANNE GIL
C.I:12.029.224

JUAN CARLOS GIL
C.I: 12.496.994

COLEGIO DE CONTADORES PUBLICOS
DEL ESTADO SUCRE
VISADO
Nº 8725 20 JUN 2005
Firma:
"El Colegio sólo certifica el Número de Inscripción del Contador Público actuante a los efectos del ejercicio profesional".

PAPEL DE SEGURIDAD Nº SU 170480

Cumaná, 11 de Julio del 20

Ciudadano:
Registro Mercantil Primero
De la Circunscripción Judicial del Estado Sucre.
Su Despacho

Quien suscribe Lic. DIOMAY RODRIGUEZ titular de la Cédula de Identidad N° 8.373.335, venezolana, mayor de edad, de este domicilio de profesión Contador Público inscrito en el Colegio de Contadores Públicos del Estado Sucre Bajo el N° C.P.C. 25.865, por medio del presente me dirijo ante el despacho a su digno cargo para notificarle que he aceptado el cargo de Comisario de la Empresa **"HERMANOS GILSA, CA"** dando cumplimiento a lo establecido en el Código de Comercio.

Notificación que hago a los fines de su registro y publicación.

En la ciudad de Cumaná a la fecha de su presentación.

Atentamente,

Lic. Diomay J. Rodríguez B.
CONTADOR PUBLICO
C. P. C. 25.865

27 SEPTIEMBRE 1973
CONTADORES PUBLICOS DE VENEZUELA

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TALLAHASSEE, FLORIDA

JUZGADO DE PRIMERA INSTANCIA EN LO CIVIL, MERCANTIL, TRANSITO, AGRARIO Y BANCARIO DEL SEGUNDO CIRCUITO DE LA CIRCUNSCRIPCIÓN JUDICIAL DEL ESTADO SUCRE.-

Carúpano, 27 de SEPTIEMBRE del año 2.005
195º y 146º

Por presentado el anterior documento por su firmante, para su inscripción en el Registro Mercantil y fijación correspondiente. Hágase de conformidad y archívese el original. El anterior documento redactado por el Abogado: JOSE DANIEL SOSA e inscrito en el Inpreabogado bajo el N° 91.520 se inscribe en el Registro de Comercio bajo el N° 71 folios 434 AL 437 Tomo Nº 1-B Tercer Trimestre. La Identificación se efectúo así JUAN CARLOS GIL, Titular de la Cédula de Identidad N° 12.496.994 la inserción fué hecha por: DAMERIS RONDON (ASISTENTE II).

La Juez Provisorio,

Abog. Susana García de Malavé

LA SECRETARIA,

Francis Vargas de Regnault

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TALLAHASSEE, FLORIDA

REPUBLICA BOLIVARIANA DE VENEZUELA

SENIAT

REGISTRO DE INFORMACION FISCAL (RIF)

CERTIFICADO DE INSCRIPCION (NUMERO DE RIF)

J-31384196-0

APELLIDOS Y NOMBRES - NOMBRE O RAZON SOCIAL

HERMANOS GILSA, C.A.

DIRECCION

CALLE EL SALADO CASA NRO 12 SECTOR EL SALADO

CIUDAD

CUMANA

FECHA DE INSCRIPCION

8/03/2005

FECHA DE EXPEDICION

31/07/2008

FILED

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FORMA SIR RIF 07

SENIAT

REGISTRO DE INFORMACION FISCAL (RIF)

CERTIFICADO DE INSCRIPCION (NUMERO DE RIF.)
J-31384196-0

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

APELLIDOS Y NOMBRES - NOMBRE O RAZON SOCIAL:
HERMANOS GILSA, C.A.

CIUDAD:
CUMANA

FECHA DE INSCRIPCION:
08/08/2005

FECHA DE EXPEDICION:
12/10/2008

GERENCIA REGIONAL:
NORORIENTAL

FECHA DE VENCIMIENTO:
[illegible]

DIRECCION:
CALLE EL SALADO CASA NRO. 12 SECTOR EL SALADO
ZONA POSTAL 6101

EXPEDICION GRATUITA

3313841960-OK08

FIRMA AUTORIZADA

2007-07 Nº 02686651

FROM :Kanela Kate FAX NO. :02934319558 Sep. 14 2010 12:51PM P1

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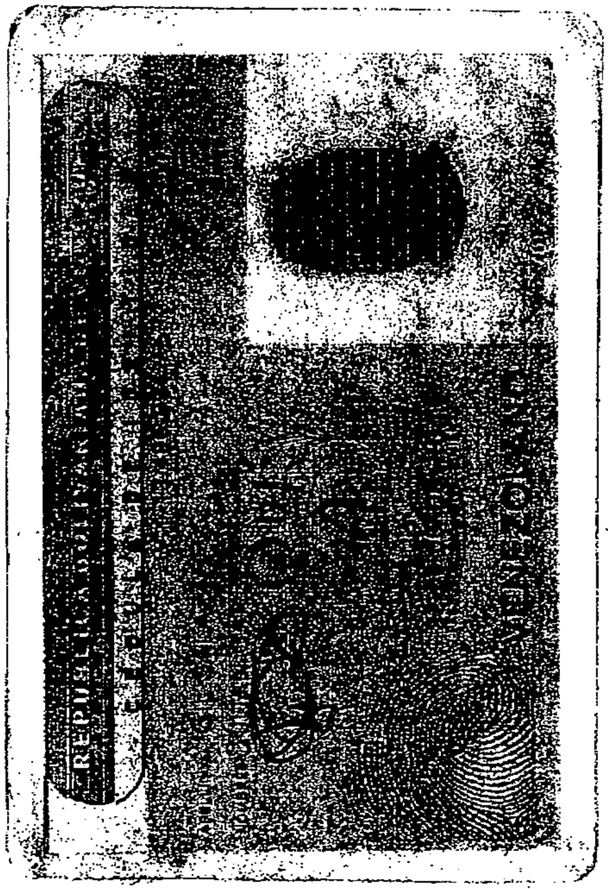
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ABOGADO
Ipsa N° 56177 / CI: 8.441.875

Ciudadano:
Registrador Mercantil Primero de la Circunscripción Judicial del Estado Sucre.
Su Despacho.

Yo, JUAN CARLOS GIL, venezolano, mayor de edad, de este domicilio y titular de la Cedula de Identidad N° 12.496.994, suficientemente facultado para este acto por la Asamblea General Extraordinaria de Accionistas de la Compañía " HERMANOS GILSA C. A.", celebrada el día 18 de Marzo del 2009, ante usted con el debido respeto ocurro y expongo: Acompaño a la presente copia del acta de asamblea general extraordinaria de Accionistas de la mencionada compañía, celebrada el día 18 de Marzo del 2009, a los fines de su registro, con el ruego que una vez cumplido con los tramites legales se sirva expedirme copia certificada de la presente participación y del auto que la provea.

Cumaná, a la fecha de su presentación.-

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TALLAHASSEE, FLORIDA

República Bolivariana de Venezuela
ESTADO SUCRE
SU-07 0001559
TIMBRE FISCAL
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REPUBLICA BOLIVARIANA DE VENEZUELA

REGISTRO MERCANTIL PRIMERO

de la Circunscripción Judicial del Estado Sucre

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TALLAHASSEE, FLORIDA

Cumaná, DIECIOCHO (18) DE MARZO DEL DOS MIL NUEVE (2009) 97° y 148° Presentado el anterior documento y cumplidos como han sido los requisitos de Ley, inscríbase en el Registro Mercantil, fíjese y publíquese. Procédase de conformidad con lo solicitado y ARCHIVESE original. Expídase la Copia de publicación. El anterior documento redactado por el Abogado: L. HERMINIA BASTARDO .- se inscribe en el Registro de Comercio bajo el N° **31** Tomo A-**04** (1er. trimestre) Derechos pagados Bs. **93.50**, según planilla 62549. La Identificación se efectuó así: JUAN CARLOS GIL, con Cedula de Identidad N° 12.496.994. La inserción fue hecha por: LIGIA LEON.-
El Registrador Mercantil.

Dr. Ramon Rodriguez Valle
REGISTRO MERCANTIL PRIMERO DE LA
CIRCUNSCRIPCION JUDICIAL DEL
ESTADO SUCRE

Este folio pertenece a: " HERMANOS GILSA, C.A.

Yo, JUAN CARLOS GIL, venezolano, mayor de edad, de este domicilio, y titular Cedula de Identidad N° 12.496.994, en mi carácter de Presidente de la Sociedad Mercantil HERMANOS GILSA, C. A., empresa debidamente inscrita bajo el N° 96 Tomo I, en fecha 27 de Julio del 2005, Tercer Trimestre, ante el Juzgado de Primera Instancia en lo Civil, Mercantil, Transito y Trabajo del Segundo Circuito Judicial del Estado Sucre y debidamente registrada por ante el Registro Mercantil Primero de la Circunscripción Judicial del Estado Sucre, bajo el N° 27, Tomo A-04 de fecha 18 de Marzo del 2009., Certifico: Que el Acta que a continuación se transcribe es copia fiel y exacta de su original que corre inserta en el Libro de Acta de Asamblea de mi representada. En el día de hoy 18 de Marzo del 2009, en la sede de la compañía en esta Ciudad de Cumaná, Estado Sucre, estando presentes los Ciudadanos: JUAN CARLOS GIL, ZELINIA DE GIL, MARIANNE GIL y JUAN BAUTISTA GIL, con el carácter de propietarios de la totalidad de las acciones que conforma el Capital Social de la Compañía, lo cual equivale a la cantidad de DOSCIENTOS DIEZ MIL BOLIVARES (Bs. 210.000,oo) verificado el quórum legal, acordaron la celebración de una Asamblea General Extraordinaria de Accionistas, reunida sin convocatoria previa, pero declarada valida para deliberar y tomar decisiones, por cuanto se halla representado en ella la totalidad del Capital Social de la Sociedad, con el fin de tratar lo siguiente: PUNTO UNICO: Solicitud y Tramitación de los Créditos ante el BANCO AGRÍCOLA DE VENEZUELA (B.A.V.) para la reconversión de la Embarcación GOYA III, de Pesca Industrial de Arrastre a Polivalente y hasta por la cantidad que las partes estimen conveniente a los efectos de lograr los propósitos de la solicitud del crédito. Hace uso de la palabra el Presidente de la Compañía: JUAN CARLOS GIL, quien propuso se aprobara la solicitud y Tramitación de los Créditos ante el Banco Agrícola de Venezuela (B.A.V) para la reconversión de la Embarcación Goya III de Pesca Industrial de Arrastre a polivalente y hasta por la cantidad que las partes estimen conveniente las partes. Sometida a consideración la proposición resulto aprobada por unanimidad, se levanto la sesión y dando su conformidad a lo tratado y aprobado en la asamblea, firman los asistentes a la misma. Se autoriza al Ciudadano: JUAN CARLOS GIL, anteriormente identificado para que realice las diligencias correspondientes ante el Registro Mercantil. No habiendo otros puntos que tratar se declaro concluida la asamblea, previa lectura de la presente acta, la cual en señal de conformidad firman los presentes. (FDO) JUAN CARLOS GIL . (FDO) ZELINIA DE GIL. (FDO) MARIANNE GIL. (FDO) JUAN BAUTISTA GIL.-

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Cumana, dieciocho (18) Marzo del año dos mil nueve. (2.009).

EL REGISTRADOR MERCANTIL.-

Dr. Ramon Rodr[illegible]

Registro Mercantil [illegible]

Circunscripcion Judicial [illegible]

Estado Sucre

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SECRETARY OF STATE

TALLAHASSEE, FLORIDA

Melys Calzadilla
ABOGADO
Inpreabogado Nº 34.216

Ciudadano:
Registrador Mercantil Primero de la Circunscripción Judicial del Estado Sucre.
Su Despacho.-

Yo, **JUAN CARLOS GIL**, venezolano, mayor de edad, Civilmente hábil, soltero, titular de la Cedula de Identidad Nº **12.496.994**, y de este domicilio, actuando en mi carácter de Presidente de la Sociedad Mercantil **HERMANOS GILSA, C.A.**, debidamente inscrita en el Registro Mercantil Primero de la Circunscripción Judicial del Estado Sucre, bajo el Nº 96, en fecha 27 de Julio del 2.005, Tomo 1, y suficientemente autorizado para este acto, ante Usted, con el debido respeto ocurro para exponer: Presento Acta de Asamblea Ordinaria de mi representada, celebrada en fecha 13 de Septiembre del 2.010, en la que se resolvió el siguiente Orden del Día: PUNTO UNICO: Ratificación de la junta Directiva de la Compañía.. Participación, esta que se hace a los fines legales de inscripción, registro y publicación, rogando al Ciudadano Registrador Mercantil, se sirva expedirme copia certificada de esta participación y acta junto con el auto que posea.

Es Justicia, en Cumana, a la fecha de su presentación.

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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.
REGISTRO MERCANTIL PRIMERO DEL ESTADO SUCRE

RM No. 424
200° y 151°

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Municipio Sucre, 15 de Septiembre del Año 2010

Por presentado el anterior documento por su FIRMANTE, para su inscripción en el Registro Mercantil y fijación. Hágase de conformidad, y ARCHIVESE original. El anterior documento redactado por el Abogado MERYS JOSEFINA CALZADILLA MARTINEZ IPSA N: 34216, se inscribe en el Registro de Comercio bajo el Número: **5**, TOMO **-22-A RM424**. Derechos pagados **Bs.**: **219,70** Según Planilla RM No. **42400003867**, Banco No. **S/N** Por **Bs.**: **78,00**. La identificación se efectuó así: **JUAN CARLOS GIL SALAZAR**, C.I: **V-12.496.994**. Abogado Revisor: **RAMON GUMERSINDO RODRIGUEZ VALLES**

LA INSERCIONFUE HECHA POR:LIGIA LEON

Registrador Mercantil
Abogado RAMON RODRIGUEZ VALLÉS

ESTA PÁGINA PERTENECE A:
HERMANOS GILSA, C.A
Número de expediente: **21975**
DIV

SAREN
SERVICIO AUTÓNOMO DE REGISTROS Y NOTARÍAS

Yo, JUAN CARLOS GIL, venezolano, mayor de edad, soltero. de este domicilio del Estado Sucre y titular de la Cedula de Identidad Nº **12.496.994**, en mi carácter de Presidente de la Sociedad Mercantil **HERMANOS GILSA, C.A.**, empresa debidamente inscrita en el Registro Mercantil en fecha: 27 de Julio del 2.005, bajo el Nº 96, Tomo 1, Certifico: Que el Acta que a continuación se transcribe es copia fiel y exacta de su original que corre inserta en el Libro de Acta de mi representada. En el día de hoy 13 de Septiembre del 2010, en la sede de la Compañía en la Avenida San Antonio Nº 17, Guiria Estado Sucre, concurren, **JUAN CARLOS GIL, MARIANNE GIL, JUAN BAUTISTA GIL Y ZELINIA SALAZAR DE GIL** venezolanos, mayores de edad, soltero el primero, casada la segunda, soltero el tercero y casada la ultima, titulares de las Cedulas de Identidad Nºs. **12.496.994, 12.029.224, 2.167.462 y 833.092,** respectivamente, únicos accionistas que representan la totalidad del Capital Social de la Compañía, verificado el quórum legal, acordaron la celebración de una Asamblea General Ordinaria de Accionistas, reunida sin convocatoria previa, pero declarada valida para deliberar y tomar decisiones, por cuanto se haya representado en ella la totalidad del Capital Social de la Sociedad con el fin de tratar lo siguiente: PUNTO UNICO: ratificación de la Junta Directiva de la Compañía. Puesto en consideración el punto único, toma la palabra el Presidente de la Compañía, Ciudadano: **JUAN CARLOS GIL**, se puso de manifiesto Punto Único del Orden del Día **RATIFICACION DE LA JUNTA DIRECTIVA DE LA COMPAÑÍA**. Y se paso a deliberar el punto, el mismo fue discutido por los presentes, el cual fue aprobado por unanimidad por la Asamblea. Quedando de la siguiente manera: para ocupar el cargo de Presidente **JUAN CARLOS GIL**, para el Cargo de Vicepresidente, **MARIANNE GIL**, para ocupar el cargo de Administrador **JUAN BAUTISTA GIL**, para ocupar el cargo de Directora de Personal **ZELINIA SALAZAR**, anteriormente identificados y como Comisario, al **Lic. Diomay Rodríguez inscrito en el C.P.C.: 25.865 de C.I. Nº V-8.373.335**. Los presentes acuerdos y decisiones han sido tomados con el voto favorable de la totalidad de los accionistas presentes. La Asamblea faculto al Ciudadano: **JUAN CARLOS GIL**, anteriormente identificado, para que cumpla con Efectuar la correspondiente participación e inscripción ante el Registro Mercantil. No habiendo otro punto se levanta la sesión y todos en conformidad firman el acta respectiva. (FDO) JUAN CARLOS GIL (FDO) MARIANNE GIL.(FDO) JUAN BAUTISTA GIL (FDO) ZELINIA SALAZAR DE GIL

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