

F12000003686

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

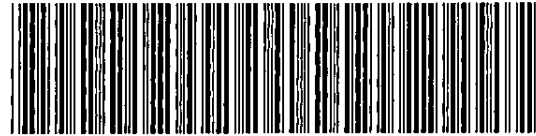
(Document Number)

Certified Copies _____ Certificates of Status _____

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W12000045665



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08/31/12--01022--003 **78.75

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 SEP -6 PM 4: 25

9/7/12

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: SOLAR CARGO C.A CORP

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

CARLOS A SANCHEZ

Name of Person

SOLAR CARGO C.A

Firm/Company

14050 SW 84 ST SUITE 201

Address

MIAMI, FLORIDA 33183

City/State and Zip code

carlos@casetax.com

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

For further information concerning this matter, please call:

JOSE PESSOLANO

Name of Person

at (305) 387-3310

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

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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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 4, 2012

CARLOS A SANCHEZ
14050 SW 84 STREET
SUITE 201
MIAMI, FL 33183

SUBJECT: SOLAR CARGO C.A CORP
Ref. Number: W12000045665

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

The document must contain both the street address of the principal office and the mailing address of the entity.

The name listed in number 12 must be identical to the name listed in number 13.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 612A00022377

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DIVISION OF CORPORATIONS
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**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. SOLAR CARGO C.A CORP

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

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. VENEZUELA

(State or country under the law of which it is incorporated)

3. APPLY FOR

(FEI number, if applicable)

4. 06/22/2011

(Date of incorporation)

5. PERPETUAL

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

6. UPON QUALIFICATION

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

7. 14050 SW 84 ST SUITE 201, MIAMI, FL 33183

(Principal office address)

14050 SW 84 ST SUITE 201, MIAMI, FL 33183

(Current mailing address)

8. CARGO TRANSPORT

(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: CARLOS A SANCHEZ

Office Address: 14050 SW 84 ST SUITE 201

MIAMI

(City)

, Florida 33183

(Zip code)

12 SEP -6 PM 4: 26

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DIVISION OF CORPORATIONS

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:

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A. DIRECTORS

Chairman: _____ 12 SEP -6 PM 4:26

Address: _____

Vice Chairman: _____

Address: _____

Director: JOSE PESSOLANO

Address: 14050 SW 84 ST SUITE 201

MIAMI, FLORIDA 33183

Director: _____

Address: _____

B. OFFICERS

President: JOSE PESSOLANO

Address: 14050 SW 84 ST SUITE 201

MIAMI, FLORIDA 33183

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. _____

Signature of Director or Officer

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

14. Jose Pessolano Disanti

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

Edison Sánchez Figueroa
ATTORNEY-AT-LAW
VENEZ. BAR ASSOC. # 164.651

[Illegible signature]

EIGHTH NOTARIAL OFFICE OF THE
AUTONOMOUS MUNICIPALITY OF CHACAO
SAREN¹

Received on 08-15-12
Form 12243
[Illegible] for the day 08-15-12
Fees 72

[Seal]²

I, **Edison A. Sanchez Figueroa**, of legal age, residing in Caracas, holder of Identification Card # **V-12.262.001**, in my capacity as General Attorney-in-Fact for **SOLAR CARGO, C.A., a Business Corporation legally active** and registered with the Second Commercial Registry of the Judicial Circuit of the State of Carabobo, on February 9th, 2001, under Number 68, Volume 6-A, duly authorized to execute this document as reflected in Minutes of the Special Shareholders' Meeting of May 11th, 2011, duly registered under the Second Commercial Registry of the Judicial Circuit of the State of Carabobo on June 22nd, 2010 under Number 47, Volume 98-A, and Corporate Bylaws, my own authority reflected in the Power of Attorney executed at the Forty-second Notarial Office of the Municipality of Libertador on February 9th, 2012, registered under Number 10. Volume 17 on the Books kept in this Notarial Office, hereby certify that the attached documents are true and exact copies of the originals kept in this company as well as in the Second Commercial Registry of the State of Carabobo, which copies I describe as follows:

1. Minutes of the Special Shareholders' Meeting certifying that Mr. José Pessolano Disanti, holder of Identification Card Number V-3.987.931, discharging his duties as Chairman of the Legally Active Business Corporation **Solar Cargo, C.A.**, as provided for in the Final Disposition of Clause Twenty-two, as reflected in the Minutes of the Special Shareholders' Meeting, duly registered with the Second Commercial Registry of the State of Carabobo, recorded under Volume 98-A Number 47 of the Year 2011 on June 22nd, 2011, which was assigned File 48824.

In Caracas on the date of its filing

[Illegible signature]

[Two fingerprints]

TRANSLATOR'S FOOTNOTE

- 1 "SAREN" is the Venezuelan acronym for *Autonomous Registries & Notarial Offices Service*, i.e., *Servicio Autónomo de Registros y Notarías*.
- 2 Round rubber stamp: BOLIVARIAN REPUBLIC OF VENEZUELA - Municipality of Chacao of the Metropolitan District of Caracas - Ministry of People's Power for Internal Relations and Justice - Metropolitan District of Caracas - SAREN (Great Seal of Venezuela).

NOTE: two right portions of this rubber stamp appear affixed on the left margin of this page.

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BOLIVARIAN REPUBLIC OF VENEZUELA MINISTRY OF PEOPLE'S POWER FOR INTERNAL RELATIONS AND JUSTICE [Seal]¹
ARACELIS C. ZAMBRANO, Esq., INTERIM NOTARY, CIVIL-LAW NOTARY, EIGHTH NOTARIAL OFFICE OF THE AUTONOMOUS MUNICIPALITY OF CHACAO OF THE METROPOLITAN DISTRICT OF CARACAS. Chacao, FIFTEENTH (15th) of AUGUST, Two thousand and twelve (2012). 202th and 153th. The foregoing document drafted by **EDISON SANCHEZ FIGUEROA, Esq.,** registered with the Venezuelan Bar Association under Number 164.651, was presented for the notarization and return thereof according to Form PUB-070-00050014, Notarial Form No. 012243, dated 08/15/2012. The Grantor(s) thereof, being present, said that his(her) name was: EDISON A. SANCHEZ FIGUEROA -----
 Of legal age, residing in: Caracas-----
 Nationality: Venezuelan -----
 Marital Status: Single-----
 Identification Card No(s): V.-12.262.001-----

After reading the document the Grantor(s) in the presence of the Notary declared: "The contents are true and mine (ours) the signature(s) are shown at the bottom of the document." The Notary based thereon declares the document to be legally Notarized and the copies signed as originals shall constitute the Main Volume and the Duplicate Volume, recorded under No. 03 Volume 215 of the Notarization Books kept in this Notarial Office. The attesting witnesses are: ALCIDES DA SILVA and CAROLINA LUJAN: with Identification Card No. V.-5.140.329 and V.-6.810.509, employees of this Notarial Office appointed to perform this duty. The undersigned Notary does certify that she read Article 79 of the Registries and Notarial Affairs Act and that she advised the parties of the contents, nature, significance and legal consequences of the instruments and/or legal transactions executed in her presence, as well as the waivers, reserves, liens and any other element that may affect the assets or rights mentioned in the instrument or legal transaction, who state as a result their full agreement therewith. The undersigned Notary declares that she was shown:

1) The Articles of Incorporation and the Bylaws of the Company "SOLAR CARGO C.A.," registered in the Second Commercial Registry of the Judicial Circuit of the State of Carabobo on February 9th, 2001, under No. 68, Volume 6-A. 2) Minutes of the Special Shareholders' Meetings dated May 11th, 2011, duly registered in the aforementioned Commercial Registry, dated July 22nd, 2011, under No. 47, Volume 98-A. 3) Power of Attorney, duly notarized at the Forty-second Notarial Office of the Municipality of Libertador, dated February 9th, 2012, under No. 10, Volume 17.

CIVIL-LAW NOTARY.

[Seal]¹

[Illegible signature]

ARACELIS COROMOTO ZAMBRANO, Esq.
 Eighth Interim Civil-Law Notary of Chacao. SAREN
 WITNESSES

GRANTOR(S)

1) [Illegible signature]

TRANSLATOR'S FOOTNOTE

- 1 Round rubber stamp: BOLIVARIAN REPUBLIC OF VENEZUELA – Municipality of Chacao of the Metropolitan District of Caracas – Ministry of People's Power for Internal Relations and Justice – Metropolitan District of Caracas – SAREN (Great Seal of Venezuela).

NOTE: two right portions of this rubber stamp appear affixed on the left margin of this page.

- 2 "SAREN" is the Venezuelan acronym for *Autonomous Registries & Notarial Offices Service*, i.e., *Servicio Autónomo de Registros y Notarias*.

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[Seal]¹

[Great Seal
of
Venezuela]

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

AUTONOMOUS REGISTRIES AND
NOTARIAL OFFICES SERVICE.
SECOND COMMERCIAL REGISTRY OF
THE STATE OF CARABOBO.

Min. Res. No. 315
201st and 152nd

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

C E R T I F I E S

That the Commercial Registry entry transcribed below, whose original is recorded in Volume **98-A**, Number **47** of the Year **2011**, as well as the Report, Note and document copied, are true copies of their originals, which read as follows:

48824

[Seal]²

THIS FOLIO PERTAINS TO:
SOLAR CARGO, C.A.
File Number: **48824**

002824074

[Seal]²

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DIVISION OF CORPORATIONS
12 SEP - 6 PM 4: 26

001835083

001835081

TRANSLATOR'S FOOTNOTES

- 1 Round rubber stamp: BOLIVARIAN REPUBLIC OF VENEZUELA – Municipality of Chacao of the Metropolitan District of Caracas – Ministry of People's Power for Internal Relations and Justice – Metropolitan District of Caracas - SAREN (Great Seal of Venezuela).
NOTE: two right portions of this rubber stamp appear affixed on the left margin of this page.
- 2 Round rubber stamp: BOLIVARIAN REPUBLIC OF VENEZUELA - MINISTRY OF PEOPLE'S POWER FOR INTERNAL RELATIONS AND JUSTICE – SECOND COMMERCIAL REGISTRY OF THE JUDICIAL CIRCUIT OF THE STATE OF CARABOBO.

[Seal]¹

[Great Seal
of
Venezuela]

[Seal]²

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

AUTONOMOUS REGISTRIES AND
NOTARIAL OFFICES SERVICE.
SECOND COMMERCIAL REGISTRY OF
THE STATE OF CARABOBO.

Min. Res. No. 315
201st and 152nd

Municipality of Valencia, June 22nd, 2011.

The foregoing document was presented by its SIGNATORY for the registration and posting thereof in the Commercial Registry. Please proceed accordingly and FILE the original. The foregoing document, drafted by Attorney-at-Law OLGIVER JOSE GONZALEZ LOPEZ attorney IPSA No. 157952, was registered in the Commercial Registry under Number 47, VOLUME -98-A. Fees paid BS 468.16 according to Form RM No. 31500096821, Bank No. 228628 in the amount of BS. 2,129.20. Identification was performed as follows: OLGIVER JOSE GONZALEZ LOPEZ, C.I: V-13.194.327. Reviewing Attorney-at-Law: CARMEN TERESA CARPIO SANCHEZ

Commercial Registrar
Attorney-at-Law RAFAELA GIMENEZ D.

THIS PAGE PERTAINS TO:
SOLAR CARGO, C.A.
File Number: 48824
DIV/MOD

[Illegible signature]

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DIVISION OF CORPORATIONS
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TRANSLATOR'S FOOTNOTES

- 1 Round rubber stamp: BOLIVARIAN REPUBLIC OF VENEZUELA – Municipality of Chacao of the Metropolitan District of Caracas – Ministry of People's Power for Internal Relations and Justice – Metropolitan District of Caracas - SAREN (Great Seal of Venezuela).
NOTE: two right portions of this rubber stamp appear affixed on the left margin of this page.
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[Illegible signature]
Olgier J. Gonzalez L.
ATTORNEY-AT-LAW
VENEZ. BAR ASSOC. # 157952

[Seal]¹

CITIZEN:

**SECOND COMMERCIAL REGISTRAR OF CARABOBO STATE
AT HIS OFFICE**

I, **ANDREINA RUAN PEYER**, Venezuelan, of legal age, holder of Identification Card No. **V-12.627.179** and from this city, duly authorized for this act by these Minutes of the Special Shareholders, from **SOLAR CARGO, C.A.**, a commercial corporation, registered under this Second Commercial Registry of the State of Carabobo, dated **February 09th, 2001**, recorded under No.68, Volume 6-A, before you with respect I present and request: I enclose herewith the purpose of its registry, publication and post, the Minutes of the Special Shareholders dated **May 11th, 2011**. I request a certified copy of the mentioned publication and this notice to be issued to me. Valencia, on the dated of the herein note.

[State of Carabobo Tax Seal worth 1 Boliver numbered respectively.]

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[Illegible signature]

Olgiver J. Gonzalez L.
Attorney-at-Law
IPSA No. 157952

[Illegible rubber stamp]
[Illegible signature]

[Seal]¹

I, **John Richard Keeler Gordon**, Venezuelan, of legal age, residing in the city of Valencia, State of Carabobo, temporarily at this location, and holder of Identification Card No. V-7.090.236, acting herein in my capacity as the Chairman of the business corporation **SOLAR CARGO C.A.**, a commercial corporation located in Valencia, registered in the Second Commercial Registry of the Judicial Circuit of the State of Carabobo on February 9th, 2001 under No. 68, Volume 6-A, duly authorized by the Shareholders' Meeting held on May 11th, 2011, certify that in the Book of Minutes holds the Minutes of a Special Shareholders' Meetings of my Principal, which reads as follows:

Special Shareholders' Meetings of

SOLAR CARGO C.A., held on May 11th Of 2011

In the city of Valencia, on this eleventh (11th) day of May, 2011 at 10:00am, for the purpose of holding a Special Shareholders' Meeting, came to the registered office of **SOLAR CARGO C.A.**, a commercial corporation domiciled in Valencia, registered in the Second Commercial Registry of the Judicial Circuit of the State of Carabobo on February 09th, 2001 under No. 68, Volume 6-A, the shareholders **Valores Bejota S.A.**, a commercial corporation domiciled in Valencia, registered in the First Commercial Registry of the Judicial Circuit of the State of Carabobo on November 15th, 1995 under No. 37, Volume 135-A, represented by its Director **John Richard Keeler Gordon**, a Venezuelan, of legal age, domiciled in the city of Valencia, State of Carabobo, temporarily at this location and holder of Identification Card No. V-7.090.236, and **Ernesto Jacobo Valles Díaz**, of legal age, a Venezuelan, domiciled in the city of Valencia, State of Carabobo, temporarily at this location and holder of Identification Card No. **V-3.777.196**, holder [sic] of **one hundred and sixty thousand (160,000) shares** and **forty thousand (40,000.00) registered shares**, respectively, which together form the total Capital Stock of the company. Attended as a guest Mr. **José Pessolano Disanti**,

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TRANSLATOR'S FOOTNOTE

1 Round rubber stamp: BOLIVARIAN REPUBLIC OF VENEZUELA – Municipality of Chacao of the Metropolitan District of Caracas – Ministry of People's Power for Internal Relations and Justice – Metropolitan District of Caracas - SAREN (Great Seal of Venezuela).

NOTE: two right portions of this rubber stamp appear affixed on the left margin of this page.

Venezuelan, of legal age, domiciled in Caracas, Capital District, and holder of Identification Card No. **V-3.987.931**. The requirement for advance notice of the meeting was waived because all the shares were present, on the basis of which the Meeting appointed Chairman **John Richard Keeler Gordon** to preside over same, who declared the meeting duly held, took the floor, and read the Agenda:

AGENDA

ONE: Upon reading and reviewing the Statutory Auditor's report, to approve or reject the accounts, the Balance Sheet and the management of the company corresponding the closing of the fiscal years **2009** and **21010** as well as the Trial Balance.

TWO: To submit to the consideration of the Meeting the possibility to perform the sale and as a result the transfer of **one hundred and sixty thousand (160,000.00)** shares and **forty thousand (40,000.00)** shares, owned by **Shareholder Valores Bejota S.A.** and **Ernesto Jacobo Valles Díaz**, respectively, to Mr. **José Pessolano Disanti**, previously identified, upon fulfilling the formalities required by the Law and the Bylaws.

THREE: Should the sale and as a result the transfer of **one hundred and sixty thousand (160,000.00)** shares and **forty thousand (40,000.00)** shares owned by Shareholder **Valores Bejota S.A** and **Ernesto Jacobo Valles Díaz**, respectively, to Mr. **José Pessolano Disanti** take place, to submit to the consideration of the Meeting the suitability of amending **CLAUSE FIVE** of the Corporate Bylaws related to the **CAPITAL STOCK, SHARES AND SHAREHOLDERS**.

FOUR: To consider and to resolve the resignation to the positions held at **SOLAR CARGO C.A.** by Messrs. **John Richard Keeler Gordon** and **Byron Edward Keeler Gordon**, as Chairman and Vice Chairman respectively, upon rendering accounts and issuing releases.

FIVE: Once the resignation to the positions as Chairman and Vice Chairman , respectively, of Messrs. **John Richard Keeler Gordon** and **Byron Edward Keeler Gordon** takes place, to consider and to resolve the appointment of the new members of the Board of Directors, who shall discharging their duties during the period established by the Bylaws which shall be in force until **May 11th, 2016**.

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DIVISION OF CORPORATE
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SIX: To consider and to resolve the appointment of **Miguel Angel Padilla Gutierrez**, of legal age, Venezuelan, holder of Identification Card No. V-3.971.849 and registered in the Association of Public Accountants (C.P.C.), under Number 9443, for the position of Statutory Auditor [during] period established by the Bylaws which shall be in force until May 11th, 2016.

SEVEN: Once the resignation to the position of Chairman and Vice Chairman of Messrs. **John Richard Keeler Gordon and Byron Edward Keeler Gordon** as well as the appointment of new Board of Directors take place, to submit to the Meeting's consideration the suitability of amending **CLAUSE FOURTEEN** of the Corporate Bylaws.

EIGHT: To submit to the Meeting's consideration the full amendment, reprinting and publishing of the Corporate Bylaws of **SOLAR CARGO C.A.**, as per the Draft presented by the Chairman of the company, in order to update same and to facilitate the consultation thereof by using one single text which, if approved, shall start to be in force from the date of registration thereof.

RESOLUTIONS

ONE: Having read and reviewed the Statutory Auditor's Report, it was resolved to approve the accounts, the Balance Sheet and the management of the company, corresponding to the closing of the fiscal years **2009 and 2010**.

TWO: Next, in order to deal with Point Two of the Agenda, **John Richard Keeler Gordon** spoke in his capacity as Director of Shareholder **Valores Bejota S.A.**, who offered **one hundred sixty thousand (160,000.00) shares** for sale, owned by its Principal in the Business Corporation **SOLAR CARGO C.A.**, for the total price of **one hundred sixty thousand bolivars (Bs. 160,000.00)**. Next spoke Shareholder **Ernesto Jacobo Valles Díaz**, who declared that he was not interested in exercising his preemptive right to purchase the shares offered. In this regard, Mr. **José Pessolano Disanti**, a guest of this Meeting, expressed his interest in acquiring the shares offered. Thereafter, the Meeting approved unanimously the sale of the shares and the transaction was performed as

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[TRANSLATOR'S NOTE: Page 8 is a repetition of Page 7]

SIX: To consider and to resolve the appointment of **Miguel Angel Padilla Gutierrez**, of legal age, Venezuelan, holder of Identification Card No. V-3.971.849 and registered in the Association of Public Accountants (C.P.C.), under Number 9443, for the position of Statutory Auditor [during] period established by the Bylaws which shall be in force until May 11th, 2016.

SEVEN: Once the resignation to the position of Chairman and Vice Chairman of Messrs. **John Richard Keeler Gordon and Byron Edward Keeler Gordon** as well as the appointment of new Board of Directors take place, to submit to the Meeting's consideration the suitability of amending **CLAUSE FOURTEEN** of the Corporate Bylaws.

EIGHT: To submit to the Meeting's consideration the full amendment, reprinting and publishing of the Corporate Bylaws of **SOLAR CARGO C.A.**, as per the Draft presented by the Chairman of the company, in order to update same and to facilitate the consultation thereof by using one single text which, if approved, shall start to be in force from the date of registration thereof.

RESOLUTIONS

ONE: Having read and reviewed the Statutory Auditor's Report, it was resolved to approve the accounts, the Balance Sheet and the management of the company, corresponding to the closing of the fiscal years **2009 and 2010**.

TWO: Next, in order to deal with Point Two of the Agenda, **John Richard Keeler Gordon** spoke in his capacity as Director of Shareholder **Valores Bejota S.A.**, who offered **one hundred sixty thousand (160,000.00) shares** for sale, owned by its Principal in the Business Corporation **SOLAR CARGO C.A.**, for the total price of **one hundred sixty thousand bolivars (Bs. 160,000.00)**. Next spoke Shareholder **Ernesto Jacobo Valles Díaz**, who declared that he was not interested in exercising his preemptive right to purchase the shares offered. In this regard, Mr. **José Pessolano Disanti**, a guest of this Meeting, expressed his interest in acquiring the shares offered. Thereafter, the Meeting approved unanimously the sale of the shares and the transaction was performed as

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credit over assets of the mentioned corporation, in that sense, in the case of creation of any kind of financial consideration that belongs to the stock interest subject of this sale, will remain in benefit, solely and exclusively of the buyer, wherefore I waive specifically to any action or compensation that would belong to me. Likewise , I declare that within the price received, stays included all the rights, profits payment [pago de utilidades de giros económicos]and any other benefit that would belong to me related to the ownership of such shares mentioned before. Together with the execution of the present document, I do the assignment and transfer of the mentioned shares of the company **SOLAR CARGO C.A**, in the respective Shareholder's Book , signing as Assignor and representative /on behalf of my spouse and I, **José Pessolano Disanti** identified before declare, that I accept in all and in each one of its sections the negotiation of the terms here presented. In result, after the transfer execution , the attorney-at-law **José Pessolano Disanti**, stays as owner of **two hundred thousand (200,000.00)** shares that constitutes/forms the total capital stock of the business corporation **SOLAR CARGO C.A.**

THREE: Once the sale and transfer of the **two hundred thousand (200,000.00)** shares took place, the shareholder **José Pessolano Disanti**, decided to change/reform the **FIFTH CALUSE** of the Corporate By-Laws regarding/relating to the **CAPITAL STOCK, SHARES AND SHAREHOLDERS**, remaining drafted as follows:

FIVE: *The capital stock of the company is **Two hundred thousand bolivars (Bs.200,000.00)**, represented in **two hundred thousand (200,000.00)registered shares** of one bolivar (**Bs.1.00**) each, subscribed and paid in full by the shareholder **José Pessolano Disanti**".*

FOUR: The resignations to the positions as President and Vice President by the gentlemen **John Richard Keeler Gordon** and **Byron Edward Keeler Gordon** respectively were accepted and granted them the release required by law.

FIVE: It was decided to change the company administration system, through a Board of Directors with a President and a General Manager, the appointment fell upon the gentlemen **José Pessolano Disanti** and **Ernesto Jacobo Valles Díaz**, Venezuelans, of legal age, residing in the city of Valencia, State of Carabobo and holders of Identification Card Nos.**V-3.987.931** and **V-3.777.196**, as President and

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General Manager of the company, respectively, who shall discharge their duties during the period established by the Bylaws which shall be in force until **May 11th, 2016**.

SIX: It was decided to appoint **Miguel Angel Padilla Gutierrez**, Venezuelan, of legal age, holder of Identification Card No. V-3.971.849, registered in the Association of Public Accountants (C.P.C.) under No. 9443, to the position of Statutory Auditor for the period established by the Bylaws which shall be in force until **May 11th, 2016**.

SEVEN: It was decided to amend **CLAUSES SIX, SEVEN and FOURTEEN** of the Corporate Bylaws, which shall remain drafted as follows:

"SIX: A Board of Directors shall be responsible for the Company's management and administration and shall consist of one (1) Chairman who may be a shareholder or not and shall have full powers to represent the company with broad authority to administer and to dispose, and one (1) General Manager, who shall have the authority to manage the company on a daily basis".

SEVEN: The members of the Board of Directors shall hold their offices for a period of five (5) years and may be re-elected and shall remain in their positions until they are actually replaced by the Meeting".

FOURTEEN: For the period established by the Bylaws between **May 11th, 2011 and May 11th, 2016**, it was decided to perform the following appointments:

CHAIRMAN: **JOSÉ PESSOLANO DISANTI** holder of Identification Card No. **V-3.987.931**;

GENERAL MANAGER: **ERNESTO JACOBO VALLES DIAZ**, holder of Identification Card No. **V-3.777.196**;

STATUTORY AUDITOR: **MIGUEL ANGEL PADILLA GUTIERREZ**, holder of Identification Card No. V-3.971.849, and registered with the Association of Public Accountants (C.P.C.) under No. 9443."

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EIGHT: It was decided to completely change, reprint and publish the Corporate Bylaws of **SOLAR CARGO C.A.**, in accordance with the Draft submitted to the Meeting's consideration, in order to update and facilitate consultation thereof by using one single text that shall commence to go into effect on the date of registration thereof, as per the text approved by the Meeting transcribed below:

ARTICLES OF INCORPORATION AND BYLAWS OF

SOLAR CARGO C.A.

TITLE I

NAME, ADDRESS, PURPOSE, DURATION

ONE: The Company's name is **SOLAR CARGO C.A.** with its principal place of business located in the city of Valencia, State of Carabobo, without prejudice to the possibility of establishing other branch offices or agencies in another place of the Republic or abroad.

TWO: The main purpose of the company is the commercial operation of public air passenger transportation services, cargo, correspondence and any other asset, covering national and international routes, whether present or future, to whose use the Bolivarian Republic of Venezuela is entitled, as well as any other activity typical of the service for which it is authorized. In the performance of this purpose, the company may enter into any kind of contracts, whether purchase and sale, exchange, leasing, pledging, loan, manufacturing and any dealing regarding hangars, repair shops, airports, airplanes and other air, ground, sea or fluvial transportation vehicles, instruments, equipment, and communication and meteorological research systems, and the hiring of these services through third parties for an efficient and safe performance of aeronautic operations and the performance thereof, the purchase, sale, importation and exportation, placement and use of any asset it sells, purchases, represents, distributes or produces. Likewise, it may represent national and international firms and perform the acquisition and sale of any kind of rights, as well as promote and form other companies, acquire shares or interest in other trading- or non-trading partnerships related or not to its commercial purpose, act as an agent or representative by itself together with other individuals and/or legal entities, receive and/or provide any kind of technical assistance, to import and export any

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kind of equipment and machinery, products, goods and merchandise related with its corporate purpose and, in short, the company may engage in any act of lawful commerce, even if not related to its corporate purpose, subject only to the limitations established by law. It may associate or participate in any manner and/or subscribe shares in all kinds of partnerships and corporations, all of this without excluding indistinctively commercial operations of lawful commerce in connection or not with the aforementioned purpose, since the commercial activities mentioned are merely summarized and not exhausted based on the fact that the corporation purpose is authorized in a broad manner according to the Meeting's directives.

THREE: The duration of the Company shall be thirty (30) years, starting on the date of registration thereof in the Commercial Registry Office.

TITLE II

CAPITAL AND SHARES

FOUR: The Company's capital stock consists of **Two hundred thousand bolivars (Bs. 200,000.00)**, representing **two hundred thousand (200,000.00)** registered shares of **one bolivar (Bs.1.00)** each, subscribed and paid in full by shareholder **José Pessolano Disanti**.

FIVE: The shares are indivisible as regards the corporation, which will only acknowledge one holder per share. Each share represents one vote at the Meeting.

SIX: The share certificates or the temporary certificates shall be signed by the Chairman, who in turn must authorize the transfer in the Shareholders Book, which must include everything summarized in Article 293 of the Commercial Code.

SEVEN: In the event of increases of capital, the shareholders shall have to a pre-emptive right to subscribe the shares issued as a result of said increase, in proportion to the number of shares each one of them may own. This pre-emptive right shall likewise apply in the event one of the shareholders wishes to sell his/her/its shares. In both cases, the shareholders shall have the pre-emptive right to subscribe such shares, within

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the thirty (30) days following the date of the notification thereof in writing, except that, being present in the Meeting deciding the increase of capital or an offer of the sale of shares by a shareholder, they declared to be to be interested or not in exercising their pre-emptive right, thereby dispensing with the waiting period requirement established herein to perform the new subscriptions or transfers.

TITLE III

MEETINGS

EIGHT: The Shareholders' Meetings may be regular or special. The Meeting, legally held, represents the supreme authority of the Company and its decisions within the limits of its authority are binding on all shareholders even if they have not attended the meeting. Any shareholder may be represented at the Meeting by means of a simple letter.

NINE: The Special Meetings shall be held annually at any given day in the month of March and the Special Meetings when called by the Chairman or anyone acting as such.

TEN: The Notices to the Meeting shall be announced by publishing them in one of the newspapers with the largest national circulation, at least eight (8) and a maximum of thirty(30) days prior to the date set for the meeting. Likewise, a notice to the Meetings may be sent privately, dispensing with the requirement for prior publication, provided it is done in writing to each the shareholder five (5) days in advance. Such Notice shall not be necessary and the Meeting may be validly held, whenever all the shares making up the Capital Stock of the Company are present.

ELEVEN: Every Notice of a Shareholders' Meeting must state the place, date and time of the Meeting, as well as the purpose thereof. It must be signed by the Chairman of the corporation and it may be also signed by the Statutory Auditor, whenever thus required by a number of shareholders representing, at least, twenty percent (20%) of the capital stock.

TWELVE: The validity of the decisions of a Meeting requires the presence of at least fifty-one percent (51%) of Capital Stock, regardless of its purpose, and the favorable vote of

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fifty one percent (51%) capital represented therein, except for the cases established in Article 280 of the Commercial Code. The Meetings shall be presided by the Chairman or the person appointed by the respective Meeting. The authority of these Meetings shall be in any event the authority provided for in this regard by Articles 275 and 276 of the Commercial Code.

TITLE IV

MANAGEMENT

THIRTEEN: The direction and management of the company belongs to a Board of Directors formed by one (1) Chairman who may or may not be a shareholder and shall have full authority to represent the company with broad powers of management and disposition, and by one (1) General Manager. who shall have the power to oversee the company's daily management.

FOURTEEN: The members of the Board of Directors shall hold their offices for five (5) years and may be re-elected, and shall remain in office until actually replaced by the Meeting.

FIFTEEN: In order to exercise its position, the Chairman or a shareholder at his own expense, shall encumber two(2) shares of the Company for the purposes provided for by Article 244 of the Commercial Code.

SIXTEEN: The Chairman shall the authority:

16.1 To perform all actions required for the fulfillment of the corporate purpose, with no more limitations than those provided for by this Document and the Law.

16.2 To determine and to set the fields of activities of the company within the general purposes thereof.

16.3 To buy, sell, dispose and/or encumber both chattels and real property.

16.4 To lease real property even for more than two (2) years.

16.5 To establish branch offices or agencies in other places of the Republic or overseas.

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16.6 To decide to grant powers of attorney to lawyers for the in- and out-of-court representation of the company and to establish the authority conferred.

16.7 To prepare the Annual Management Report to be submitted to the approval by the Shareholders' Meeting.

16.8 To decide the distribution of profits.

16.9 To order the creation and maintenance of the reserve funds required by law.

16.10 To perform acts of management and disposition that are expressly attributed to other corporate bodies.

16.11 To establish general management expenses.

16.12 To exercise the legal and in-court representation of the Company.

16.13 To call the Meetings.

16.14 To execute all kinds of contracts with the private and/or public parties.

16.15 To issue, accept, guarantee, and endorse money transfers and/or promissory notes.

16.16 To appoint the company's personnel and set their powers and authority.

16.17 To open, mobilize and close Checking Accounts and authorize its mobilization by other people. To take up loans, sign letters of credit and, in short, to conduct the financial management of the company.

16.18 Any other duty assigned by the Meeting.

16.19 To render account of his/her management whenever requested.

16.20 To sign certifications of the Minutes of Meetings and certificates requested.

SOLE PARAGRAPH: Under no circumstances may the Chairman grant in the name of the company any guaranty, surety or bond in favor of third parties. It is understood upon that both powers shall be reserved only for the Shareholders' Meeting.

TITLE VI

STATUTORY AUDITOR

SEVENTEEN: The company shall have one (1) Statutory Auditor, who shall be appointed by the Meeting and shall discharge his/her duties for five (5) years. He/she shall remain in office until actually replaced, even if the period for which he/she was appointed has expired.

TITLE VII

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FISCAL YEARS, BALANCE SHEETS, RESERVES AND PROFITS

EIGHTEEN: The Company's fiscal year starts on the 1st of January and ends on the 31st of December each year, date after which the Balance Sheet and General Inventory shall be presented at the Regular Shareholders' Meeting of the first quarter of the following year.

NINETEEN: Of the profits, if any, five percent (5%) shall be set aside to establish the Reserve Fund required by Law, until it reaches an amount equivalent to ten percent (10%) of the Capital Stock.

TITLE VIII

FINAL PROVISIONS

TWENTY: In the event of the liquidation of the Company, the Shareholders' Meeting shall appoint one or more liquidators and grant such powers as it may deem suitable. This appointment and establishment of their powers shall require the favorable vote of a number of shareholders representing at least fifty-one percent (51%) of the Capital Stock; in the event of a lack of quorum, the provisions set forth in the Commercial Code shall apply.

TWENTY-ONE: The Company may not grant any guaranty, surety or bond of any kind when the beneficiaries thereof are third parties, except with the approval by the Meeting.

TWENTY-TWO: For the period established by the Bylaws between May 11th, 2011 and **May 11th, 2016**, it was decided to make the following appointments:

CHAIRMAN: **JOSE PESSOLANO DISANTI** holder of Identification Card No. **V-3.987.931;**

GENERAL MANAGER: **ERNESTO JACOBO VALLES DIAZ,** Holder of Identification Card No. **V-3.777.196;**

STATUTORY AUDITOR: Mr. **MIGUEL ANGEL PADILLA GUTIERREZ** holder of

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Identity Card No. V-3.971.849 and registered in the Association of Public Accountants (C.P.C) under No. 9443.

Having no other business to discuss, the meeting was adjourned and shareholder **John Richard Keeler Gordon** was authorized, in his capacity as Chairman, to certify copies of these Minutes, and attorneys-at-law **Luisa Cristina Santaella Ruan** and/or **Andreina Ruan Peyer**, holders of Identity Cards Nos. **V-5.313.238** and **V-12.627.179**, respectively, were authorized to proceed, either jointly or individually, file the report and perform any other arrangement needed for the registration thereof in the Commercial Registry, as well as to request the publication and issuance of the certified copies of these Minutes, the Report thereof, and the registration note.

Having no other business to discuss, the meeting was adjourned, these presents were read and in agreement therewith it was signed by:

For VALORES BEJOTA S.A.

(Sig) John Richard Keller Gordon

ID Card No. V-7.090.236

(Sig) Ernesto Jacobo Valles Díaz

ID Card No. V-3.777.196

THE BUYER

(Sig) José Pessolano Disanti

ID Card No. V-3.987.931

For SOLAR CARGO C.A.

(Sig) John Richard Keller Gordon

ID Card No. V-7.090.236

[Illegible signature]

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TRANSLATOR'S NOTE

Three identical round rubber stamps appear affixed on this page, two on the left margin and one in the right margin that read: BOLIVARIAN REPUBLIC OF VENEZUELA – Municipality of Chacao of the Metropolitan District of Caracas – Ministry of People's Power for Internal Relations and Justice – Metropolitan District of Caracas - SAREN (Great Seal of Venezuela).

[Seal]¹

[Seal]¹

[Seal]¹

BOLIVARIAN REPUBLIC OF VENEZUELA	
IDENTITY CARD	
V 3.987.931	
LAST NAMES	PESSOLANO DISANTI
GIVEN NAMES	JOSE
HOLDER'S SIGNATURE	[Illegible signature]
DOB	08-22-54
MARITAL STATUS	MARRIED
[FINGERPRINT]	07-09-10 07-2020 DATE OF ISSUE DATE OF EXPIRATION
VENEZUELAN	
MM624	
Dante Rivas Director [Illeg. sign.]	
[PHOTOGRAPH OF A MALE]	

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TRANSLATOR'S FOOTNOTE

- 1 Round rubber stamp: BOLIVARIAN REPUBLIC OF VENEZUELA – Municipality of Chacao of the Metropolitan District of Caracas – Ministry of People's Power for Internal Relations and Justice – Metropolitan District of Caracas - SAREN (Great Seal of Venezuela).

... [missing previous page] Shareholder **Ernesto Jacobo Valles Díaz** spoke and offered for sale **Forty thousand (40,000.00) shares** owned by him in the Business Corporation **SOLAR CARGO C.A.**, for a total price of **Forty thousand bolivars (Bs. 40,000.00)**. Next **John Richard Keeler Gordon** spoke on behalf of Shareholder **Valores Bejota S.A.**, and declared having no interest in exercising his pre-emptive right to purchase, wherefore **José Pessolano Disanti** expressed his wish to acquire the shares offered. Thereafter the Meeting unanimously approved the sale of the shares and the transaction was performed as follows: I, **Ernesto Jacobo Valles Díaz**, Venezuelan, of legal age, domiciled in the city of Valencia, State of Carabobo and holder of Identification Card No. **V-3.777.196**, acting in my own name and behalf as well as in the name and behalf of my spouse **Cristina Eugenia Olarte de Valles**, Venezuelan, of legal age, domiciled in the city of Valencia, State of Carabobo and holder of Identification Card No. **V-8.503.116**, as reflected in the power of attorney notarized in the Sixth Notarial Office of Valencia, State of Carabobo, under Number 10, Volume 113 of the Notarization Books kept in this Notarial Office, as decided in the Meeting held today, sell **José Pessolano Disanti**, Venezuelan, of legal age, domiciled in Valencia, State of Carabobo and holder of Identification Card No. **V-3.987.931**, **Forty thousand (40,000.00)** registered shares of the Business Corporation **SOLAR CARGO C.A.**, for the amount of one bolivar (**Bs. 1.00**) each. The price of this sale is **Forty thousand bolivars (Bs. 40,000.00)** that I acknowledge having received from the buyer through Check No. 39761247 drawn from the banking institution Banesco to my full and complete satisfaction, on the basis of which I assign and transfer to José Pessolano Disanti the rights of property, possession and ownership that I have over the shares which I sell at this Meeting, agreeing also to provide warranty of title. I declare that I have no claims against **SOLAR CARGO C.A.** or the buyer on the basis of dividends, profits, bonuses, benefits or rights of... [missing next page]

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BOLIVARIAN REPUBLIC OF VENEZUELA ARACELIS C. ZAMBRANO, Esq., INTERIM NOTARY [Seal], **CIVIL-LAW NOTARY, EIGHTH NOTARIAL OFFICE OF THE AUTONOMOUS MUNICIPALITY OF CHACAO OF THE METROPOLITAN DISTRICT OF CARACAS.** Chacao, FIFTEENTH (15th) of AUGUST, Two thousand and twelve (2012). 202th and 153th. This is the attached document with reference to the previous document drafted by EDISON SANCHEZ FIGUEROA, Esq., registered with the Venezuelan Bar Association under Number **164.651**, was presented for the notarization and return thereof according to Form **PUB-070-00050014**, Notarial Form No. 012243, dated 08/15/2012. The Grantor(s) thereof, being present, said that his (her) name was: EDISON A. SANCHEZ FIGUEROA, being recorded under No.03, Volume: **215**, in the respective Notarization Books.

CIVIL-LAW NOTARY

[Illegible Sig]

ARACELIS COROMOTO ZAMBRANO Esq.,
Eighth Notarial Office Interim of Chacao. SAREN'

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VALENCIA COUNTY JUNE 22ND, 2011, (SIG) OLGIVER JOSÉ GONZALEZ LOPEZ. Esq RAFAEL A. GIMENEZ
D. , A CERTIFIED COPY OF THE PRESENT DOCUMENT HAS BEEN ISSUED TO BE PUBLISHED ACCORDING
TO THIS FORM No. 315.2011.2.8935

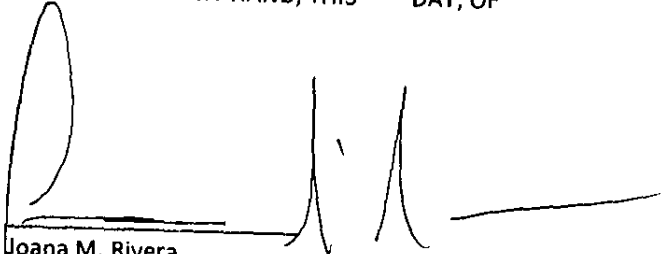
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TRANSLATOR'S FOOTNOTE

- 1 "SAREN" is the Venezuelan acronym for *Autonomous Registries & Notarial Offices Service*, i.e.,
Servicio Autónomo de Registros y Notarías

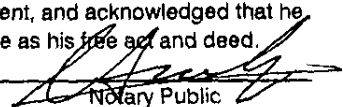
I, UNDERSIGNED TRANSLATOR DO HEREBY CERTIFY THAT THIS IS A TRUE AND CORRECT TRANSLATION OF THE ORIGINAL TEXT IN SPANISH ATTACHED HERETO. THIS TRANSLATION SHALL NOT BE CONSIDERED AS AN ACKNOWLEDGMENT OF THE AUTHENTICITY OF THE ORIGINAL DOCUMENT. IN WITNESS WHEREOF I HEREUNTO SET MY HAND, THIS DAY, OF

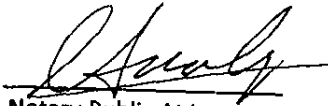

Joana M. Rivera
Translator

State of FLORIDA
County of DADE
On this 30 day of AUGUST 2012
before me personally appeared

to me known to be the person who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

SEAL (signed)


Notary Public


Notary Public At Large

NOTARY PUBLIC-STATE OF FLORIDA
Carlos A. Sanchez
Commission # DD867424
Expires: APR. 22, 2013
BONDED THRU ATLANTIC BONDING CO., INC.

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Edison Sánchez Figueroa
ABOGADO
INPRE N° 164.651



15-08-12
Presentación
12243
15-08-12
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Yo, **Edison A. Sanchez Figueroa**, mayor de edad, domiciliado en Caracas, titular de la cédula de identidad número V- 12.262.003, en mi carácter de apoderado General de **SOLAR CARGO, C.A., Sociedad Mercantil Vigente** y constituida ante el Registro Mercantil Segundo de la Circunscripción Judicial del Estado Carabobo, en fecha 9 de febrero de 2.001, bajo el No. 68, Tomo 6-A, debidamente facultado para este otorgamiento según se desprende de Acta de Asamblea Extraordinaria de Accionistas de fecha 11 de mayo de 2.011, debidamente inscrita ante el Registro Mercantil Segundo de la Circunscripción Judicial del Estado Carabobo, en fecha 22 de junio de 2.010, bajo el No. 47, Tomo 98-A y de los estatutos sociales representación la mía que se desprende del poder otorgado por ante la Notaria Cuadragésima Segunda del Municipio Libertador, en fecha 09 de Febrero de 2012, quedando anotado bajo el N° 10 Tomo 17 de los Libros llevados por esa Notaria, por medio del presente escrito certifico que los documentos anexos son copia fiel y exacta de los originales que reposan en esta empresa así como en el Registro Mercantil Segundo del Estado Carabobo, la cual describo a continuación:

1. Acta de Asamblea Extraordinaria de Accionista, donde se certifica que el Señor Jose Pessolano Disanti, titular de la cedula de identidad numero V- 3.987.931, desempeñando sus funciones como Presidente de la Sociedad Mercantil Vigente **Solar Cargo, C.A.**, de acuerdo a lo establecido en las Disposiciones Finales en la Cláusula Vigésima Segunda, según consta en el acta de Asamblea Extraordinaria de Accionista , debidamente inscrita ante el Registro Mercantil Segundo del Estado Carabobo, quedando anotado bajo el Tomo 98-A Número 47 del Año 2011, en fecha 22 de Junio de 2011, el cual le fue asignado el Expediente 48824.

En Caracas a la fecha de su presentación

Edison Sanchez Figueroa

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①



REPUBLICA BOLIVARIANA DE VENEZUELA MINISTERIO DEL
PODER POPULAR PARA RELACIONES INTERIORES Y JUSTICIA
ARACELIS C. ZAMBRANO. NOTARIO INTERINO, NOTARIA PUBLICA
OCTAVA DEL MUNICIPIO AUTÓNOMO CHACAO, DEL DISTRITO
METROPOLITANO DE CARACAS. Chacao, QUINCE (15) de AGOSTO

De Dos Mil Doce (2012). 202° y 153°. El anterior documento redactado por el Abogado Dr. (a) EDISON SANCHEZ FIGUEROA. Inscrito en el Inpreabogado bajo el N° 164.651, fue presentado para su autenticación y devolución según planilla PUB-070-00050014, planilla Notarial N°: 012243, de fecha: 15-08-2012, Presente (s) su (s) otorgante (s) dijo (eron) llamarse: EDISON A. SANCHEZ FIGUEROA -----

Mayor(es) de edad, domiciliado(s) en: Caracas -----

De nacionalidad: Venezolano -----

De Estado Civil: Soltero -----

Con Cédula(s) de Identidad N°(s): V.- 12.262.001 -----

Leído el documento, el (los) otorgante(s) en presencia de El Notario expuso (ieron): "Su contenido es cierto y mía (nuestras) la (s) firma (s) que aparece (n) al pie del instrumento". El Notario en tal virtud declara legalmente Autenticado el presente Documento y las copias firmadas en originales formaran el Tomo Principal y el Tomo Duplicado, quedando inserto bajo el N° 03, Tomo 215, de los Libros de Autenticaciones llevados en esta Notaría. Actuaron como testigos instrumentales: ALCIDES DA SILVA y CAROLINA LUJAN; con Cédulas de Identidad Números: V.-5.140.329, y V.-6.810.509, funcionarios de esta Notaria designados para este acto. La Notario que suscribe hace constar que ha dado lectura al Artículo 79 de la Ley de Registro y del Notariado e informó a las partes del contenido, naturaleza, trascendencia y consecuencias legales de los actos o negocios jurídicos otorgados en su presencia, así como de las renunciaciones, reservas, gravámenes y cualquier otro elemento que afecten los bienes o derechos referidos en el acto o negocio jurídico, el cual manifiesta en consecuencia su plena conformidad. La Notario que suscribe hace constar que tuvo a la vista: 1) Documento Constitutivo y Estatuario de la Empresa "SOLAR CARGO C.A.", inscrita en el Registro Mercantil Segundo de la Circunscripción Judicial del Estado Carabobo, en fecha 09 de Febrero 2001, Bajo N° 68, Tomo 6-A. 2) Acta de Asamblea Extraordinaria de Accionistas, de fecha 11 de Mayo de 2011, debidamente protocolizada ante en el mencionado Registro Mercantil, en fecha 22 de Julio 2011, Bajo N° 47, Tomo 98-A. 3) Documento Poder, debidamente autenticado por ante la Notaria Pública Cuadragésima Segunda del Municipio Libertador, en fecha 09 de Febrero de 2012, Bajo N° 10, Tomo 17.

LA NOTARIO PUBLICO.

EL (LOS) OTORGANTE(S)

1)

Edison Sanchez Figueroa

ARACELIS COROMOTO ZAMBRANO

Notaria Pública Octavo Interino de Chacao. SAREN

LOS TESTIGOS.



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(2)



REPÚBLICA BOLIVARIANA DE VENEZUELA

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

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

RM No. 315
201° y 152°

Abogado RAFAEL A. GIMENEZ D., Registrador Mercantil

C E R T I F I C A

Que el asiento de Registro de Comercio transcrito a continuación, cuyo original está inscrito en el Tomo: 98-A Número: 47 del año 2011, así como La Participación, Nota y Documento que se copian de seguida son traslado fiel de sus originales, los cuales son del tenor siguiente:

48824

ESTE FOLIO PERTENECE A:
SOLAR CARGO, C.A.
Número de expediente: 48824

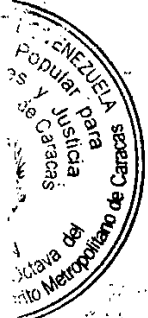
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REPÚBLICA BOLIVARIANA DE VENEZUELA

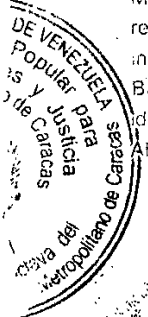
MINISTERIO DEL PODER POPULAR PARA RELACIONES INTERIORES Y JUSTICIA

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

RM No. 315
201° y 152°

Municipio Valencia, 22 de Junio del Año 2011.

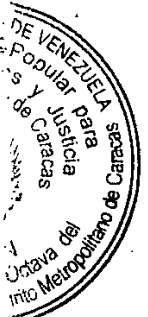
Por presentado el anterior documento por su FIRMANTE para su inscripción en el Registro Mercantil y fijación. Hágase de conformidad, y ARCHÍVESE original. El anterior documento redactado por el Abogado OLGIVER JOSE GONZALEZ LOPEZ IPSA N.: 157952, se inscribe en el Registro de Comercio bajo el Número: 47, TOMO -98-A. Derechos pagados BS. 468,16 Según Planilla RM No. 31500096821. Banco No. 228628 Por BS. 2.129,20. La identificación se efectuó así: OLGIVER JOSE GONZALEZ LOPEZ, C.I. V-13.194.327. Abogado Revisor CARMEN TERESA CARPIO SANCHEZ



Registrador Mercantil
Abogado RAFAEL A. GIMENEZ D.

ESTA PÁGINA PERTENECE A:
SOLAR CARGO, C.A.
Número de expediente: 48824
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Oliver J. González
Abogado
I.P.S.A. N° 157/952



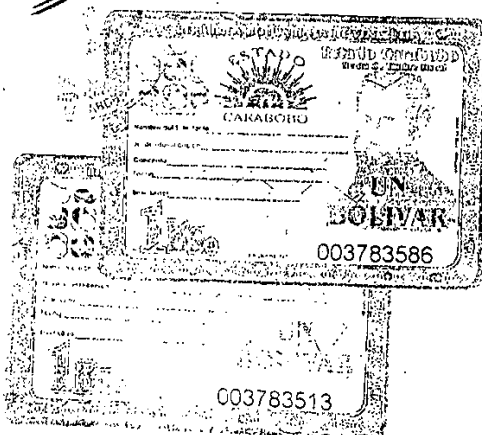
CIUDADANO:

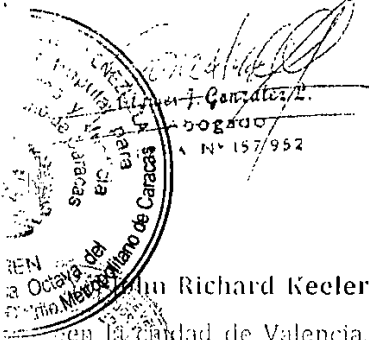
REGISTRADOR MERCANTIL SEGUNDO DE LA CIRCUNSCRIPCION
JUDICIAL DEL ESTADO CARABOBO.

DESPACHO.-

Yo, ANDREINA RUAN PEYER, Venezolana, mayor de edad, titular de la cedula de identidad numero V-12.627.179, y de este domicilio, actuando debidamente autorizado para este acto por la presente Acta de Asamblea General Extraordinaria de Accionistas, de la Sociedad Mercantil **SOLAR CARGO, C.A.**, inscrita por ante este Registro Mercantil Segundo de la Circunscripción Judicial Carabobo, en fecha 09 de Febrero del año 2001, anotada bajo el numero 68, Tomo 6-A, ante usted con el debido respeto expongo y solicito: Acompaño a los fines de su registro, fijación y publicación, el Acta de Asamblea Extraordinaria de fecha 11 de Mayo de 2011. Solicito me sea expedida copia certificada de la presente acta y de esta nota de participación. En Valencia a la fecha de su presentación.-

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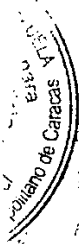




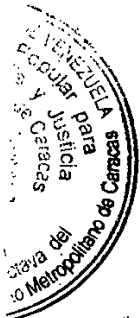
Yo, **John Richard Keeler Gordon**, venezolano, mayor de edad, domiciliado en la ciudad de Valencia, Estado Carabobo, aquí de tránsito y titular de la Cédula de Identidad No. V-7.090.236, procediendo en este acto en mi condición de Presidente de la sociedad mercantil **SOLAR CARGO C.A.**, sociedad mercantil domiciliada en Valencia, inscrita por ante el Registro Mercantil II de la Circunscripción Judicial del Estado Carabobo, el 9 de febrero de 2.001, bajo el No. 68, Tomo 6-A, debidamente autorizado por la Asamblea de Accionistas celebrada en fecha 11 de mayo de 2.011, certifico que en el Libro de Actas de Asambleas reposa un Acta de Asamblea Extraordinaria de Accionistas de mi representada, la cuál es del tenor siguiente:

Asamblea Extraordinaria de Accionistas de
SOLAR CARGO C.A. celebrada el 11 de mayo de 2.011

En la ciudad de Valencia, el día de hoy once (11) de mayo de 2.011, siendo las 10:00 a.m. con el fin de realizar una Asamblea General Extraordinaria de Accionistas, se hicieron presentes en la sede de **SOLAR CARGO C.A.**, sociedad mercantil domiciliada en Valencia, inscrita por ante el Registro Mercantil Segundo de la Circunscripción Judicial del Estado Carabobo, el 9 de febrero de 2.001, bajo el No. 68, Tomo 6-A, los accionistas **Valores Bejota S.A.** sociedad mercantil domiciliada en Valencia, inscrita por ante el Registro Mercantil I de la Circunscripción Judicial del Estado Carabobo, el 15 de noviembre de 1.995, bajo el No. 37, Tomo 135-A, representada por su Director **John Richard Keeler Gordon**, venezolano, mayor de edad, domiciliado en la ciudad de Valencia, Estado Carabobo, aquí de tránsito y titular de la Cédula de Identidad No. V-7.090.236 y **Ernesto Jacobo Valles Díaz**, venezolano, mayor de edad, domiciliado en la ciudad de Valencia, Estado Carabobo, aquí de tránsito y titular de la Cédula de Identidad No. V- 3.777.196, titular de **ciento sesenta mil (160.000) acciones** y **cuarenta mil (40.000) acciones** nominativas, respectivamente, que en conjunto conforman la totalidad del Capital Social de la compañía. Asistió como invitado el Licenciado **José Pessolano Disanti**,



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venezolano, mayor de edad, domiciliado en Caracas, Distrito Capital y titular de la Cédula de Identidad No. V- 3.987.931. Se prescindió del requisito de convocatoria previa por encontrarse representado la totalidad del capital social, por lo cual la Asamblea designó al Presidente John Richard Keeler Gordon para presidir la misma, quien la declaró válidamente constituida y tomó la palabra, dando lectura al orden del día:

ORDEN DEL DIA

PRIMERA: Con vista y previa lectura del informe del Comisario, aprobar o no las cuentas, el Balance General y la gestión de la empresa, correspondiente al cierre del ejercicio económico de los años 2.009 y 2.010 como el Balance de Comprobación.

SEGUNDA: Someter a consideración de la Asamblea, la posibilidad de llevar a cabo la venta y en consecuencia el traspaso de **ciento sesenta mil (160.000)** acciones, propiedad de la accionista **Valores Bejota S.A.** y **cuarenta mil (40.000)** acciones propiedad del accionista **Ernesto Jacobo Valles Díaz**, a favor del Licenciado **José Pessolano Disanti**, antes identificado, previo cumplimiento de las formalidades estatutarias y legales.

TERCERA: De verificarse la venta y en consecuencia el traspaso de **ciento sesenta mil (160.000)** acciones y **cuarenta mil (40.000)** acciones propiedad de la accionista **Valores Bejota S.A.** y **Ernesto Jacobo Valles Díaz**, respectivamente, a favor del Licenciado **José Pessolano Disanti**, someter a consideración de la Asamblea, la conveniencia de reformar la **CLAUSULA QUINTA** de los Estatutos Sociales relativa al **CAPITAL SOCIAL, ACCIONES Y ACCIONISTAS**.

CUARTA: Considerar y resolver acerca de la renuncia a los cargos que han venido desempeñando en **SOLAR CARGO C.A.**, los señores **John Richard Keeler Gordon** y **Byron Edward Keeler Gordon**, como Presidente y Vicepresidente, respectivamente, previa rendición de cuentas y otorgamiento de finiquitos.

QUINTA: De verificarse la renuncia a los cargos de Presidente y Vicepresidente, respectivamente, de los señores **John Richard Keeler Gordon** y **Byron Edward Keeler Gordon**, considerar y resolver acerca del nombramiento de los nuevos integrantes de la Junta Directiva, quienes ejercerán sus funciones durante el período estatutario que rige hasta el **11 de mayo de 2016**.



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SEXTA: Considerar y resolver acerca del nombramiento del licenciado Miguel Angel Padilla Gutierrez, venezolano, mayor de edad, titular de la cedula de identidad No. V- 3.971.849 e inscrito en el Colegio de Contadores Publicos (C.P.C.) bajo el No. 9443, para el cargo de Comisario el periodo tutatario que rige hasta el 11 de mayo de 2016.

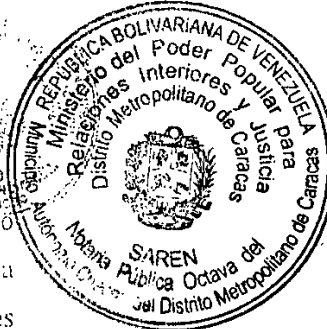
PTIMA: De verificarse la renuncia al cargo de Presidente y Vicepresidente de los señores John Richard Keeler Gordon y Byron Edward Keeler Gordon, así como el nombramiento de la nueva Junta Directiva, someter a consideración de la Asamblea, la conveniencia de reformar la CLÁUSULA DÉCIMA CUARTA de los Estatutos Sociales.

OCTAVA: Someter a consideración de la Asamblea, la modificación íntegra, compresión y publicación de los Estatutos Sociales de SOLAR CARGO C.A., conforme al Proyecto presentado por el Presidente de la compañía, a fin de actualizar los mismos y facilitar su consulta mediante la utilización de un texto único que, de ser aprobado, comenzará a regir a partir de su fecha de registro.

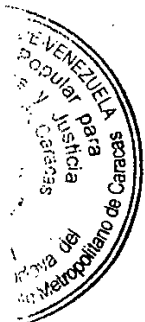
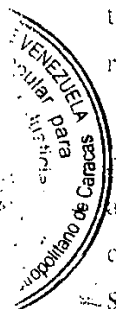
RESOLUCIONES

PRIMERA: Con vista y previa lectura del informe del Comisario, se resolvió aprobar las cuentas, el Balance General y la gestión de la empresa, correspondiente al cierre del ejercicio económico de los años 2.009 y 2.010.

SEGUNDA: Seguidamente, con la finalidad de tratar lo relativo al punto segundo del orden del día, tomó la palabra John Richard Keeler Gordon en su condición de Director de la accionista Valores Bejota S.A., quien ofreció en venta Ciento sesenta mil (160.000) acciones propiedad de su representada en la Sociedad Mercantil SOLAR CARGO C.A., por un precio total de Ciento sesenta mil bolívares (Bs. 160.000,00). Seguidamente tomó la palabra el accionista Ernesto Jacobo Valles Díaz quien manifestó no estar interesado en ejercer su derecho preferente para la compra. En este sentido, el licenciado José Pessolano Disanti, invitado a ésta Asamblea, manifestó su voluntad de adquirir las acciones ofrecidas. En este mismo acto la Asamblea por unanimidad, aprobó la venta de acciones y se efectuó la negociación como



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SEXTA: Considerar y resolver acerca del nombramiento del licenciado Miguel Angel Padilla Gutierrez, venezolano, mayor de edad, titular de la cédula de identidad No. V- 3.971.849 e inscrito en el Colegio de Contadores Públicos (C.P.C.) bajo el No. 9443, para el cargo de Comisario el período estatutario que rige hasta el 11 de mayo de 2016.

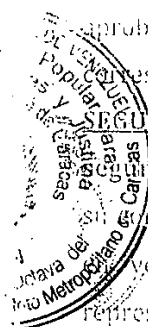
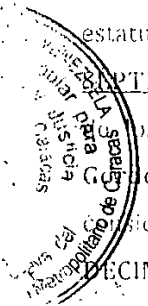
SEPTIMA: De verificarse la renuncia al cargo de Presidente y Vicepresidente de los señores John Richard Keeler Gordon y Byron Edward Keeler Gordon, así como el nombramiento de la nueva Junta Directiva, someter a consideración de la Asamblea, la conveniencia de reformar la CLÁUSULA DECIMA CUARTA de los Estatutos Sociales.

OCTAVA: Someter a consideración de la Asamblea, la modificación íntegra, reimpresión y publicación de los Estatutos Sociales de SOLAR CARGO C.A., conforme al Proyecto presentado por el Presidente de la compañía, a fin de actualizar los mismos y facilitar su consulta mediante la utilización de un texto único que, de ser aprobado, comenzará a regir a partir de su fecha de registro.

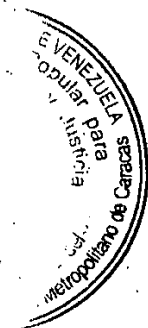
RESOLUCIONES

PRIMERA: Con vista y previa lectura del informe del Comisario, se resolvió aprobar las cuentas, el Balance General y la gestión de la empresa, correspondiente al cierre del ejercicio económico de los años 2.009 y 2.010.

SEGUNDA: Seguidamente, con la finalidad de tratar lo relativo al punto quinto del orden del día, tomó la palabra John Richard Keeler Gordon en condición de Director de la accionista Valores Bejota, S.A., quien ofreció la venta Ciento sesenta mil (160.000) acciones propiedad de su representada en la Sociedad Mercantil SOLAR CARGO C.A., por un precio total de Ciento sesenta mil bolívares (Bs. 160.000,00). Seguidamente tomó la palabra el accionista Ernesto Jacobo Valles Díaz quien manifestó no estar interesado en ejercer su derecho preferente para la compra. En este sentido, el Licenciado José Pessolano Disanti, invitado a ésta Asamblea, manifestó su voluntad de adquirir las acciones ofrecidas. En este mismo acto la Asamblea por unanimidad, aprobó la venta de acciones y se efectuó la negociación como



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crédito sobre haberes de la referida sociedad; en tal sentido, en caso de
gustarse cualquier tipo de contraprestación económica que pertenezca a
participación accionaria objeto de la presente compra venta, quedará
beneficio, único y exclusivo del comprador, por lo cual renuncio
expresamente a cualquier acción de repetición o indemnización que pudiere
corresponderme. Igualmente declaro que, dentro del precio recibido, quedan
incluidos todos los derechos, pago de utilidades de giros económicos y
cualquier otro beneficio que pudiera corresponderme con ocasión a la
propiedad de las acciones antes mencionadas. Conjuntamente con la

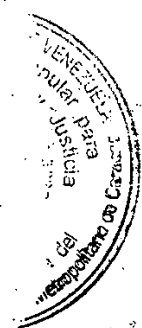
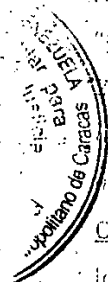
suscripción del presente documento, hago la cesión y traspaso de las
referidas acciones de la empresa **SOLAR CARGO C.A.**, en el libro de
accionistas respectivo, firmando como Cedente y representante de mi
cónyuge. Y yo, **José Pessolano Disanti** antes identificado declaro, que acepto
en todas y cada una de sus partes la negociación en los términos aquí
expuestos. En consecuencia, luego de efectuar el traspaso, el Licenciado **José**
Pessolano Disanti, queda como propietario del **doscientas mil (200.000)**
acciones que conforman la totalidad del capital social de la Sociedad
Mercantil **SOLAR CARGO C.A.**

TERCERA: Verificada la venta y el traspaso de **doscientas mil (200.000)**
acciones, al accionista **José Pessolano Disanti**, se resolvió reformar la
CLÁUSULA QUINTA de los Estatutos Sociales relativa al **CAPITAL SOCIAL,**
ACCIONES Y ACCIONISTAS, quedando redactada de la siguiente manera:

"QUINTA: El capital social de la compañía es de **Doscientos mil bolívares (Bs.**
200.000), representado en **doscientas mil (200.000)** acciones nominativas de
un bolívar (Bs. 1,00) cada una, suscritas y pagadas en su totalidad por el
accionista **José Pessolano Disanti**."

CUARTA: Se aceptó la renuncia a los cargos de Presidente y Vicepresidente de
los señores **John Richard Keeler Gordon** y **Byron Edward Keeler Gordon**,
respectivamente y se les otorgó el más amplio finiquito de Ley.

QUINTA: Se resolvió modificar la forma de administración de la compañía, a
través de una Junta Directiva conformada por un Presidente y un Gerente
General, recayendo el nombramiento en los señores **José Pessolano Disanti**
y **Ernesto Jacobo Valles Díaz**, venezolanos, mayores de edad, domiciliados
en la ciudad de Valencia, Estado Carabobo y titulares de las Cédulas de
Identidad Nos. V- 3.987.931 y V- 3.777.196 como Presidente y Gerente



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General de la compañía, respectivamente, quienes ejercerán sus funciones durante el período estatutario que rige hasta el 11 de mayo de 2016.

Se resolvió nombrar al licenciado Miguel Angel Padilla Gutierrez, venezolano, mayor de edad, titular de la cédula de identidad No. V- 3.971.849 inscrito en el Colegio de Contadores Públicos (C.P.C.) bajo el No. 9443, para el cargo de Comisario el período estatutario que rige hasta el 11 de mayo de 2016.

SÉPTIMA: Se resolvió reformar las **CLÁUSULAS SEXTA, SEPTIMA y DECIMA CUARTA** de los Estatutos Sociales, quedando redactadas de la siguiente manera:

"SEXTA: La dirección y administración de la Compañía corresponde a una Junta Directiva constituida por un (1) Presidente quien podrá ser o no accionista y tendrá la plena representación de la compañía con amplias facultades de administración y disposición y un (1) Gerente General, quien tendrá como facultades la gestión diaria de la compañía."

SEPTIMA: Los miembros de la Junta Directiva durarán cinco (5) años en sus funciones pudiendo ser reelegidos y permanecerán en sus cargos hasta que sean reemplazados o sustituidos por la Asamblea."

DECIMA CUARTA: Para el período estatutario comprendido entre el 11 de mayo de 2011 y el 11 de mayo de 2016, se decidió efectuar los siguientes nombramientos:

PRESIDENTE:

JOSE PESSOLANO DISANTI titular de la cédula de identidad No. V-3.987.931;

GERENTE GENERAL:

ERNESTO JACOBO VALLES DIAZ, titular de la cédula de identidad No. V-3.777.196;

COMISARIO:

Lic. MIGUEL ANGEL PADILLA GUTIERREZ, titular de la Cédula de Identidad N° V- 3.971.849 e inscrito en el Colegio de Contadores Públicos (C.P.C.) bajo el No. 9443".



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OCTAVA: Se resolvió modificar íntegramente, reimprimir y publicar los Estatutos Sociales de **SOLAR CARGO C.A.** conforme al Proyecto sometido a la consideración de la Asamblea, a fin de actualizar los mismos y facilitar su consulta mediante la utilización de un texto único que comenzará a regir a partir de su fecha de registro, conforme al texto aprobado por la Asamblea, el cual se transcribe a continuación:

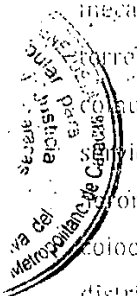
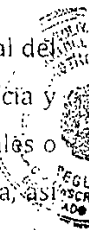
**DOCUMENTO CONSTITUTIVO ESTATUTARIO DE
SOLAR CARGO C.A.**

TITULO I

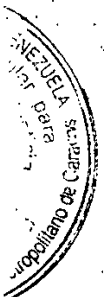
DENOMINACIÓN, DOMICILIO, OBJETO, DURACIÓN

PRIMERA: La Compañía se denomina **SOLAR CARGO C.A.** y tiene su domicilio principal en la ciudad de Valencia, Estado Carabobo, sin perjuicio de que pueda establecer sucursales o agencias en cualquier otro lugar de la República o del exterior.

SEGUNDA: El objeto principal de la compañía es la explotación comercial del servicio público de transporte aéreo de pasajeros, carga, correspondencia y cualquier otro bien, abarcando rutas nacionales e internacionales, actuales o futuras a cuyo uso tenga derecho la República Bolivariana de Venezuela, así como cualquier otra actividad propia del servicio para la cual sea autorizada. En el desarrollo del presente objeto, la compañía podrá celebrar toda clase de contratos, ya sean de compraventa, permuta, arrendamiento, prenda, préstamo, fabricación y toda negociación relativa a hangares, talleres mecánicos, aeropuertos, aviones y otros vehículos de transporte aéreo, terrestres, marítimos o fluviales, instrumentos, equipos y sistemas de comunicación e investigación aérea y meteorológica y la contratación de estos servicios con terceros para una eficaz y segura realización de la operación aeronáutica y su desarrollo, compra, venta, exportación e importación, colocación en sitio y manejo de los bienes que venda, compre, represente, distribuya o elabore. Asimismo podrá representar a firmas nacionales e internacionales y realizar adquisición y venta de toda clase de derechos, así como promover y constituir otras empresas, adquirir acciones o participaciones en otras sociedades civiles o mercantiles relacionadas o no con su objeto social, actuar como agente, representante o factor por sí misma o conjuntamente con otras personas naturales o jurídicas, recibir o proporcionar cualquier tipo de asistencia técnica, importar y exportar todo



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de equipos y maquinarias, productos, artículos y mercancías relacionadas con su objeto social y en fin, la compañía podrá emprender cualquier acto de lícito comercio, aún cuando no estén relacionados con su objeto social, sujetos únicamente a las limitaciones establecidas por la ley. Podrá asociarse o participar de cualquier forma y/o suscribir acciones en toda clase de sociedades, todo ello sin excluir indistintamente operaciones mercantiles de lícito comercio en conexión o no con el objeto señalado, ya que las actividades comerciales que se indican son meramente enunciativas y no taxativas en virtud de que el objeto social se autoriza en forma amplia según las directrices de la Asamblea.

TERCERA: La duración de la Compañía es de treinta (30) años, contados a partir de su inscripción en la Oficina de Registro Mercantil.

TITULO II

DEL CAPITAL Y LAS ACCIONES

CUARTA: El capital social de la compañía es de **Doscientos mil bolívares** (Bs. 200.000), representado en **doscientas mil (200.000)** acciones nominativas de **un bolívar (Bs. 1,00)** cada una, suscritas y pagadas en su totalidad por el accionista **José Pessolano Disanti**.

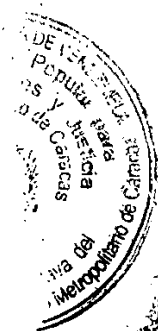
QUINTA: Las acciones son indivisibles con respecto a la sociedad, que solo reconocerá a un propietario por acción. Cada acción representa un voto en la Asamblea.

SEXTA: Los títulos de las acciones o los certificados provisionales serán firmados por el Presidente, quien a su vez deberá autorizar el traspaso en el libro de Accionistas, debiendo contener todo lo enunciado en el Artículo 293 del Código de Comercio.

SÉPTIMA: Para el caso de aumentos de capital social, los accionistas tienen derecho preferente para suscribir las acciones emitidas como consecuencia de dicho aumento, en proporción al número de acciones que cada uno de ellos posea. Esta preferencia se observará igualmente en la oportunidad en que uno de los accionistas desee vender sus acciones. En ambos casos, los accionistas tendrán derecho preferente para suscribir dichas acciones, dentro



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de los treinta (30) días siguientes a la fecha de su notificación por escrito, salvo que, estando presentes en la Asamblea que acuerde el aumento de capital o el ofrecimiento en venta de las acciones por parte de un accionista declaren estar o no estar interesados en ejercer su derecho preferente prescindiéndose entonces del requisito de espera aquí fijado para que se lleven a cabo las nuevas suscripciones o traspasos.



TITULO III DE LAS ASAMBLEAS

ARTICULO OCHO: Las Asambleas de Accionistas pueden ser ordinarias o extraordinarias. La Asamblea, válidamente constituida, representa la suprema autoridad de la Compañía y sus decisiones dentro de los límites de sus facultades, son obligatorias para todos los accionistas aunque no hayan concurrido a ellas. Cualquiera de los accionistas podrá hacerse representar en las Asambleas mediante simple carta.

NOVENA: Las Asambleas Ordinarias se celebrarán anualmente en un día cualquiera del mes de marzo y las Extraordinarias cuando sean convocadas por el Presidente o quien haga sus veces.

DECIMA: Las Convocatorias a las Asambleas se harán mediante publicación en uno de los diarios de mayor circulación nacional, con un mínimo de ocho (8) días y un máximo de treinta (30) días de anticipación a la fecha fijada para la reunión. Así mismo, podrá convocarse privadamente a las Asambleas, prescindiéndose del requisito previo de publicación, siempre que se convoque por escrito a cada uno de los accionistas con cinco (5) días de anticipación. Dicha Convocatoria no será necesaria y la Asamblea podrá válidamente sesionar, cuando en ella se encuentre presente la totalidad de las acciones que componen el Capital Social de la Compañía.

DECIMA PRIMERA: En toda convocatoria para una Asamblea de Accionistas se deberá expresar el lugar, el día y la hora en que ésta ha de celebrarse, así como también el objeto de la reunión. Deberán estar firmadas por el Presidente de la sociedad, pudiéndolo hacer de igual manera el Comisario, cuando así lo exigiere un número de accionistas que represente, por lo menos, un veinte por ciento (20%) del capital social.

DECIMA SEGUNDA: Para la validez de las decisiones de las Asambleas, se requerirá la presencia de por lo menos el cincuenta y uno por ciento (51%) del Capital Social, cualquiera que sea su objeto y el voto favorable del

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cinco (5) y un por ciento (51%) del capital representado en ellas, hecha la
salvedad de los supuestos que establece el Artículo 280 del Código de
Comercio. Las Asambleas serán presididas por el Presidente o la persona que
designa la respectiva Asamblea. Las facultades de estas Asambleas serán en
todo caso las previstas al efecto por los Artículos 275 y 276 del Código de
Comercio.

TITULO IV

DE LA ADMINISTRACION

DÉCIMA TERCERA: La dirección y administración de la Compañía
corresponde a una Junta Directiva constituida por un (1) Presidente quien
podrá ser o no accionista y tendrá la plena representación de la compañía con
amplias facultades de administración y disposición y un (1) Gerente General,
quien tendrá como facultades vigilar la gestión diaria de la compañía.

DECIMA CUARTA: Los miembros de la Junta Directiva durarán cinco (5) años
en sus funciones pudiendo ser reelegidos y permanecerán en sus cargos hasta
que sean efectivamente sustituidos por la Asamblea.

DÉCIMA QUINTA: Para entrar en el ejercicio de su cargo, el Presidente o un
accionista por su cuenta, afectará dos (2) acciones de la Compañía, a los fines
previstos en el Artículo 244 del Código de Comercio.

DÉCIMA SEXTA: Corresponde al Presidente:

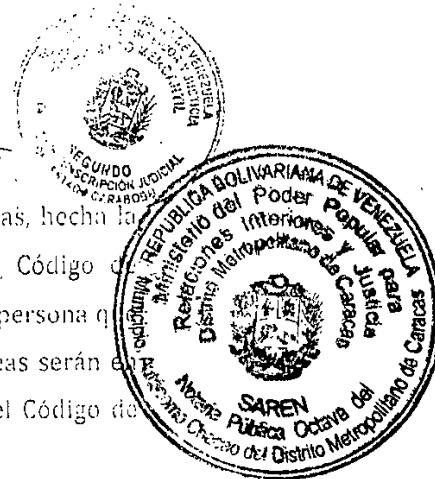
16.1 Realizar todos los actos requeridos para el cumplimiento de los
objetivos sociales, sin más limitaciones que las previstas en este Documento y
en la Ley.

16.2 Determinar y fijar el campo de las actividades de la compañía dentro de
los objetivos generales de ésta.

16.3 Comprar, vender, enajenar o gravar bienes muebles e inmuebles.

16.4 Arrendar aún por más de dos (2) años, bienes inmuebles.

16.5 Establecer agencias o Sucursales en otros lugares de la República o del
exterior.



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16.6 Acordar el otorgamiento de poderes a abogados para la representación extrajudicial y judicial de la sociedad y fijar las facultades que han de ser conferidas.

16.7 Elaborar el Informe Anual de Gestión para ser sometido a la aprobación de la Asamblea General de Accionistas.

16.8 Acordar el reparto de utilidades.

16.9 Ordenar la formación y manutención de los fondos de reserva exigidos por la ley.

16.10 Ejecutar los actos de administración y disposición que no estén expresamente atribuidos a otros órganos de la sociedad.

16.11 Fijar los gastos generales de administración.

16.12 Ejercer la representación legal y judicial de la Empresa.

16.13 Convocar las Asambleas.

16.14 Otorgar toda clase de contratos con personas públicas o privadas.

16.15 Librar, aceptar, avalar y endosar giros o pagarés.

16.16 Designar el personal de la compañía fijándoles sus atribuciones y facultades.

16.17 Abrir, movilizar y cerrar Cuentas Corrientes y autorizar su movilización por otras personas. Contratar préstamos, suscribir cartas de crédito y en fin, llevar a cabo la gestión financiera de la empresa.

16.18 Cualquier otra función que le asigne la Asamblea.

16.19 Rendir cuenta de su gestión cuando sea requerida.

16.20 Suscribir certificaciones de Actas de Asambleas y constancias requeridas.

ARTICULO ÚNICO: En ningún caso el Presidente podrá otorgar en nombre de la compañía, fianzas, avales o garantías a favor de terceros. Queda entendido que ambas atribuciones quedan solo reservada a la Asamblea General de Accionistas.

TITULO VI

DEL COMISARIO

DÉCIMA SÉPTIMA: La Compañía tendrá un (1) Comisario, quien será designado por la Asamblea y durará cinco (5) años en el ejercicio de sus funciones. Permanecerá en su cargo hasta tanto sea efectivamente sustituido, aunque haya expirado el término para el cual fue designado.

TITULO VII



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DE LOS EJERCICIOS, BALANCES, RESERVAS Y UTILIDADES

DECIMA OCTAVA: El ejercicio económico de la Compañía comienza el 1º de enero y termina el 31 de diciembre de cada año, fecha a partir de la cual se presentará el Balance e Inventario General de la Compañía en la Asamblea General Ordinaria del primer trimestre del año subsiguiente.

DECIMA NOVENA: De las utilidades si las hubiera se hará un apartado del cinco por ciento (5%) para constituir el Fondo de Reserva establecido por la Ley, hasta que éste llegue a una cantidad equivalente al diez por ciento (10%) del Capital Social.

TITULO VIII

DISPOSICIONES FINALES

VIGESIMA: Si llegare el caso de liquidación de la Compañía, la Asamblea General designará uno o más liquidadores y les conferirá los poderes que juzgue convenientes. Para esta designación y fijación de sus atribuciones se requerirá el voto favorable de un número de accionistas que representen por lo menos el cincuenta y uno por ciento (51%) del Capital Social; en caso de falta de quórum se procederá de conformidad con lo establecido en el Código de Comercio.

VIGESIMA PRIMERA: La Compañía no podrá otorgar fianzas, avales o garantías de ningún tipo cuando se trate de terceras personas beneficiarias, salvo aprobación de la Asamblea.

VIGESIMA SEGUNDA: Para el período estatutario comprendido entre el 11 de mayo de 2011 y el 11 de mayo de 2016, se decidió efectuar los siguientes nombramientos:

PRESIDENTE:

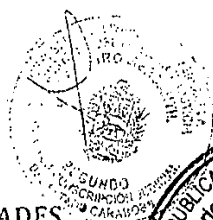
JOSE PESSOLANO DISANTI titular de la cédula de identidad No. V-3.987.931;

GERENTE GENERAL:

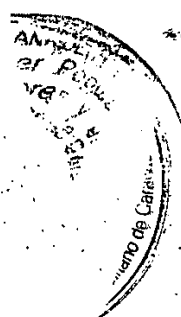
ERNESTO JACOBO VALLES DIAZ, titular de la cédula de identidad No. V-3.777.196;

COMISARIO:

Lic. MIGUEL ANGEL PADILLA GUTIERREZ, titular de la Cédula de



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Identidad N° V- 3.971.849 e inscrito en el
Colegio de Contadores Públicos (C.P.C.)
bajo el No. 9443.



No habiendo otro punto que tratar, se levantó la sesión y se autorizó
cientemente al accionista John Richard Keeler Gordon, para que en su
carácter de Presidente, certifique copias de la presente Acta y a las abogadas
Luisa Cristina Santaella Ruan y/o Andreina Ruan Peyer, titulares de las
Cédulas de identidad Nos. V- 5.313.238 y V-12.627.179, respectivamente,
para que conjunta o separadamente procedan a efectuar la participación y
realizar las demás gestiones necesarias a los fines de su inscripción en el
Registro Mercantil, así como para solicitar la publicación y expedición de
copias certificadas de la presente Acta, su Participación y nota de registro.

No habiendo nada más que tratar, se levantó la sesión, se leyó y conformes
firman.

Por VALORES BEJOTA S.A

(Fdo) John Richard Keller Gordon

(Fdo) Ernesto Jacobo Valles Díaz

C.I. No. V-7.090.236

C.I. No. V- 3.777.196

EL COMPRADOR

(Fdo) José Pessolano Disanti

C.I. No. V - 3.987.931

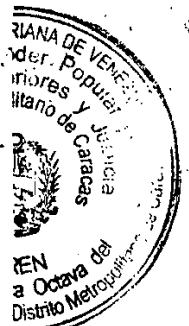
Por SOLAR CARGO C.A.

(Fdo) John Richard Keller Gordon

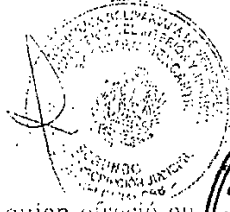
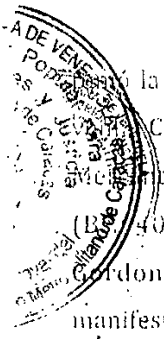
C.I. No. V-7.090.236



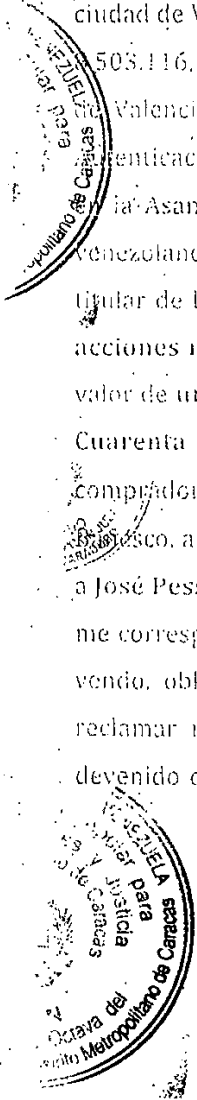
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(B)



la palabra el accionista Ernesto Jacobo Valles Díaz, quien ofreció en Cuarenta mil (40.000) acciones de su propiedad en la Sociedad SOLAR CARGO C.A., por un precio total de Cuarenta mil bolívares (Bs. 40.000,00). Seguidamente tomó la palabra John Richard Keeler Gordon en representación de la accionista Valores Bejota S.A., quien manifestó no estar interesado en ejercer su derecho preferente para la compra, por lo que el Licenciado José Pessolano Disanti, manifestó su voluntad de adquirir las acciones ofrecidas. En este mismo acto la Asamblea por unanimidad, aprobó la venta de acciones y se efectuó la negociación como se indica a continuación: Yo, Ernesto Jacobo Valles Díaz, venezolano, mayor de edad, domiciliado en la ciudad de Valencia, Estado Carabobo y titular de la Cédula de Identidad No. V- 3.777.196, procediendo en mi propio nombre y por mis propios derechos así como en representación de mi cónyuge Cristina Eugenia Olarte de Valles, venezolana, mayor de edad, domiciliada en la ciudad de Valencia, Estado Carabobo y titular de la Cédula de Identidad No. V- 503.116, según consta de poder autenticado ante la Notaría Pública Sexta de Valencia, Estado Carabobo, bajo el No. 10, Tomo 113 de los Libros de Autenticaciones llevados por esa Notaría, doy en venta tal y como se acordó en la Asamblea que hoy se celebra al Licenciado José Pessolano Disanti, venezolano, mayor de edad, domiciliado en Valencia, Estado Carabobo y titular de la Cédula de Identidad No. V- 3.987.931, Cuarenta mil (40.000) acciones nominativas de la Sociedad Mercantil SOLAR CARGO C.A., por un valor de un bolívar (Bs. 1,00) cada una. El precio de la presente venta es de Cuarenta mil bolívares (Bs. 40.000,00) que declaro haber recibido del comprador en cheque No. 39761247 girado contra la entidad bancaria Banesco, a mi entera y cabal satisfacción, en virtud de lo cual cedo y traspaso a José Pessolano Disanti los derechos de propiedad, posesión y dominio que me corresponden sobre las acciones que por medio de la presente Asamblea vendo, obligándome al saneamiento de Ley. Declaro que nada tengo que reclamar ni a SOLAR CARGO C.A. ni al comprador por concepto alguno de dividendos, utilidades, bonificaciones, beneficios o derechos de

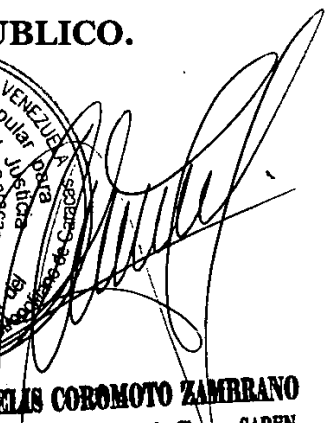


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REPUBLICA BOLIVARIANA DE VENEZUELA. **Dra.**
ARACELIS C. ZAMBRANO . NOTARIO INTERINO , NOTARIA
PUBLICA OCTAVA DEL MUNICIPIO AUTÓNOMO CHACAO
DEL DTTO. METROPOLITANO DE CARACAS. Chacao
QUINCE , (15) AGOSTO , de Dos Mil Doce (2.012).

202º y 153º. Este es el Anexo a que se hace referencia en el Documento anterior Redactado por el Abogado Dr. (a) **EDISON SANCHEZ FIGUEROA.** Inscrito en el Inpreabogado bajo el N°: **164.651**, fue presentado para su autenticación y devolución según planilla **PUB-070-00050014**, planilla Notarial N°: **012243**, de fecha: **15-08-2012**, Presente su(s) otorgante(s) dijo(eron) llamarse: **EDISON A. SANCHEZ FIGUEROA**, Dejándolo anotado Bajo el N°: **03**, Tomo: **215**, en los libros de autenticaciones respectivos.-

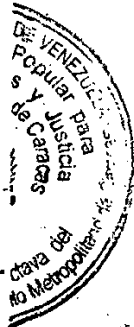
LA NOTARIA PÚBLICO.


Dra. ARACELIS COROMOTO ZAMBRANO
Notario Público Octavo Interino de Chacao. SAREN

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MUNICIPIO VALLINERIA 22 DE JUNIO DEL AÑO DOS MIL ONCE (FDOS) OLGIVER JOSE
GONZALEZ LOPEZ, Abogado RAFAEL A. GIMENEZ D. SE EXPIDE LA PRESENTE COPIA
CERTIFICADA DE PUBLICACIÓN SEGUN PLANILLA NO. 315.2011.2.8935

Abogado RAFAEL A. GIMENEZ D.
Registrador Mercantil



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