F12000003960

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _______ Certificates of Status _______

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12 SEP 26 PM 12:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T 09/27/12

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: MATERIALES Y SERVICIOS VIPS 2011, C.A.
Name of corporation - must include suffix

Dear Sir or Madam:

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

Please return all correspondence concerning this matter to the following:

VINCENZO SERAPIGLIA
Name of Person

MATERIALES Y SERVICIOS VIPS 2011, C.A.
Firm/Company

1825 MAIN STREET
Address

WESTON, FL 33326
City/State and Zip code

Vincenzoserapiglia20@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

VINCENZO SERAPIGLIA at (954) 512-7839
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. MATERIALES Y SERVICIOS VIPS 2011, 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. ____________________
(FEI number, if applicable)

4. 07/06/2011
(Date of incorporation)

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

6. NO TRANSACTIONS YET
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. Zona Industrial La Rolandera, Sector Cascabel, Galpon 24, Flor Amarillo, Valencia Estado Carabobo-Venezuela
(Principal office address)

1825 Main Street Weston, FL 33326
(Current mailing address)

8. Import and Export of Materials and Supplies for Construction/Business Consultants
(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: Vincenzo Serapiglia

Office Address: 1825 Main Street

Weston, Florida 33326
(City) (Zip code)

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

Vincenzo Serapiglia
(Registered agent's signature)

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

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

A. DIRECTORS

Chairman: ______

Address: ______

Vice Chairman: ______

Address: ______

Director: ______

Address: ______

Director: ______

Address: ______

B. OFFICERS

President: Vincenzo Serapiglia

Address: Zona Industrial La Rolandera, Sector Cascabel, Galpon 24, Flor Amarillo, Valencia Estado Carabobo-Venezuela

Vice President: Pascual Miguelangel Sassano

Address: Zona Industrial La Rolandera, Sector Cascabel, Galpon 24, Flor Amarillo, Valencia Estado Carabobo-Venezuela

Secretary: ______

Address: ______

Treasurer: ______

Address: ______

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

13. Vincenzo Serapiglia

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. Vincenzo Serapiglia

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

ProTranslating

CERTIFICATE OF ACCURACY

The undersigned, Dr. Luis A. de la Vega, Chairman of ProTranslating, appearing on behalf of ProTranslating, hereby states, to the best of his knowledge and belief, that the foregoing is an accurate translation of the attached original document in the Spanish language, consisting of 1 pages, and that this is the last of the attached.

Luis A. de la Vega, Ph. D.
Chairman
For ProTranslating

State of Florida
County of Miami-Dade

The foregoing certificate was acknowledged before me on this 24th day of September, 2012, by Dr. Luis A. de la Vega, Chairman of ProTranslating, a Florida corporation, on behalf of the corporation. He is personally known to me.

Notary Public

My commission expires:

BARBARA MARIA CARTAYA
MY COMMISSION # EE217581
EXPIRES July 18, 2016
(407) 398-0153 FloridaNotaryService.com

12 SEP 26 PM 12:14

ISSUED FREE OF CHARGE

FORMA SIR RIF 07
REPUBLICA BOLIVARIANA DE VENEZUELA
SENIAT

TAX INFORMATION REGISTRY (RIF)

REGISTRATION CERTIFICATE (RIF NUMBER)
J-40140921-0

LAST AND FIRST NAMES – NAME OR CORPORATE NAME
MATERIALES Y SERVICIOS VIPS 2011, C.A.
ADDRESS
AV PRINCIPAL LOCAL GALPON NRO. 24 NO APLICA ZONA INDUSTRIAL LA ROLANDERA, SECTOR CASCABEL ZONA POSTAL 2001

BEND HERE

THIS CERTIFICATE IS ISSUED AS PROVIDED IN ARTICLE 9 OF OFFICIAL RULING N° 0073 DATED 02/06/2006, PUBLISHED IN OFFICIAL GAZETTE N° 38.389 OF 03/02/2006.

CITY	REGISTRATION DATE:
VALENCIA	09/13/2012
REGIONAL MANAGEMENT	ISSUE DATE 09/13/2012
CENTRAL	EXPIRATION DATE 09/13/2015

/S/ [Illegible]
3401409210 – HVS
AUTHORIZED SIGNATURE

F-2012-07-N° **0534108**

[There is an oval rubber stamp of the Ministry of the People's Power for the Economy and Finance for the Central Region: VALENCIA; Regional Management, CENTRAL REGIONAL MANAGEMENT OF INTERNAL TAXES]

ProTranslating
Certified Translation

FORMA SIR RIF 07
REPÚBLICA BOLIVARIANA DE VENEZUELA
SENIAT

REGISTRO DE INFORMACION FISCAL (RIF)

CERTIFICADO DE INSCRIPCION (NUMERO DE RIF.)

J-40140921-0

APELLIDOS Y NOMBRES - NOMBRE O RAZON SOCIAL

MATERIALES Y SERVICIOS VIPS 2011, C.A

DIRECCION:

AV PRINCIPAL LOCAL GALPON NRO 24 NO APLICA ZONA INDUSTRIAL LA ROLANDERA, SECTOR CASCABEL
ZONA POSTAL 2001

DE CONFORMIDAD CON LO PREVISTO EN EL ARTICULO 9 DE LA PROVIDENCIA N° 0073 DE FECHA 08/02/2006, PUBLICADA EN LA GACETA OFICIAL N° 38.389 DE FECHA 02/03/2006, SE EXPIDE EL PRESENTE CERTIFICADO.

CIUDAD:
VALENCIA

GERENCIA REGIONAL:
CENTRAL

FECHA DE INSCRIPCION:
13/09/2012

FECHA DE EXPEDICION:
13/09/2012

FECHA DE VENCIMIENTO:
13/09/2015

DOBLE AQUI

F-2012-07-N° 0534108

3401409210-HVS

FIRMA AUTORIZADA

12 SEP 26 PM 12:44
TALLAHASSEE, FLORIDA

ProTranslating

CERTIFICATE OF ACCURACY

The undersigned, Dr. Luis A. de la Vega, Chairman of ProTranslating, appearing on behalf of ProTranslating, hereby states, to the best of his knowledge and belief, that the foregoing is an accurate translation of the attached original document in the Spanish language, consisting of 1 pages, and that this is the last of the attached.

Luis A. de la Vega, Ph. D.
Chairman
For ProTranslating

State of Florida
County of Miami-Dade

The foregoing certificate was acknowledged before me on this 24th day of September, 2012, by Dr. Luis A. de la Vega, Chairman of ProTranslating, a Florida corporation, on behalf of the corporation. He is personally known to me.

Notary Public

My commission expires:

BARBARA MARIA CARTAYA
MY COMMISSION # EE217581
EXPIRES July 18, 2016
(407) 398-0153 FloridaNotaryService.com

2850 Douglas Road, Coral Gables, Fl 33134 Ph: 305.371.7887 Fax 305.371.4816
www.protranslating.com

REPUBLICA BOLIVARIANA DE VENEZUELA

SENIAT

SNAT-INTI-GRTI-RCE-DR-CC-001695

[Letterhead of SENIAT – Tax Authority- Bolivarian Republic of Venezuela]

12 SEP 25

It has been verified that the taxpayer has no amounts due and payable on demand with this Tax Administration.

This Tax status is issued notwithstanding any taxes, fines and interests not recorded and not paid to date, as well as the calculation of late payment interest or any difference in Tax Units generated for untimely payment of the said tax obligations.

LEGEND	
DECLARATIONS FILED	√
DECLARATIONS NOT FILED	Ø
NO ACTIVITY	S.A.
NOT OBLIGATED	NO
NOT APPLICABLE	NA
UNTIMELY DECLARATION	EX

Sincerely

/s/ [illegible]

GUSTAVO ALBERTO RÍOS DEL MORAL
Head of the Collections Division
Regional Management for Internal Revenue Central Region

[Stamp of the Collections Division for SENIAT]

By the Taxpayer:
First and Last Names: Vincenzo [illegible]
ID N° V-18.433.507
Position: Legal Representative
Date: 09-18-2012
Signature: [illegible]

ProTranslating
Certified Translation

REPUBLICA BOLIVARIANA DE VENEZUELA
SENIAT
SERVICIO NACIONAL INTEGRADO DE ADMINISTRACION ADUANERA Y TRIBUTARIA
Adscrito al Ministerio del Poder Popular para Economía y Finanzas
RIF: G-20000303-0

SNAT-INTI-GRTI-RCE-DR-CC-001695

Se pudo verificar que la contribuyente no tiene derechos pendientes líquidos y exigibles con esta Administración Tributaria.

Se emite la presente Situación Fiscal, sin perjuicio de impuestos, multas e intereses no registrados o no liquidados a la fecha, así como el calculo de intereses moratorios o diferencia de Unidad Tributaria generados por los pagos extemporáneos de dichas obligaciones tributarias

LEYENDAS	
DECLARACIONES PRESENTADAS	√
DECLARACIONES OMISAS	Ø
SIN ACTIVIDAD	S.A.
NO ESTA OBLIGADO	NO
NO APLICA	NA
DECLARACION EXTEMPORANEA	EX

Atentamente,

GUSTAVO ALBERTO RIOS DEL MORAL.
Jefe de la División de Recaudación
Gerencia Regional de Tributos Internos Región Central

REPUBLICA BOLIVARIANA DE VENEZUELA
MINISTERIO DEL PODER POPULAR PARA LAS FINANZAS
REGION CENTRAL
SENIAT
GERENCIA REGIONAL DE TRIBUTOS INTERNOS
DIVISION DE RECAUDACION

Por la Contribuyente:

Nombre y Apellido: Vincenzo Serafiglia

C.I. Nº V-18.433.507.

Cargo: Representante Legal

Fecha: 18-09-2012

Firma:

RC/MCC

ProTranslating

CERTIFICATE OF ACCURACY

The undersigned, Dr. Luis A. de la Vega, Chairman of ProTranslating, appearing on behalf of ProTranslating, hereby states, to the best of his knowledge and belief, that the foregoing is an accurate translation of the attached original document in the Spanish language, consisting of 9 pages, and that this is the last of the attached.

Luis A. de la Vega, Ph. D.
Chairman
For ProTranslating

State of Florida
County of Miami-Dade

The foregoing certificate was acknowledged before me on this 24th day of September, 2012, by Dr. Luis A. de la Vega, Chairman of ProTranslating, a Florida corporation, on behalf of the corporation. He is personally known to me.

Notary Public

My commission expires:

BARBARA MARIA CARTAYA
MY COMMISSION # EE217581
EXPIRES July 18, 2016
(407) 398-0153 FloridaNotaryService.com

Date Issued: **06 / 17 / 2011** 201 and 152
Processing Number: 315.2011.2.8612

The UBF, from the time it is issued, is valid for thirty (30) continuous days for effecting payment; once the respective payment has been made, it is valid for sixty (60) days, non-renewable, for filing the document. Once those terms have elapsed, the UBF is null and void and a new UBF must be issued for the procedure, having to once again pay the corresponding amount.

SAREN

Bolivarian Republic of Venezuela
Ministry of the People's Power for Internal Affairs and Justice
Autonomous Service of Registries and Notaries

UNIQUE BANKING FORM	Form Number: **31500096478** **06 JULY 2011** 279 CS01279-0016 23/06/2011 8:50:58 0739 PLN:31500096478 FEM:17062011 CSP:16261540776 Efec.:510.72 CHQ.Bco:0.00 CHQ.Otro Bco:0.00 Total:510.72 CSS:AVIJZGP6N736Y BCO 0175-0279 CSS A-VIJZ-GP6N-736Y NTR 00000016 FEC 23-06-2011 HRM 08:50 MRS 510.72 MRC 0.00 MRT 510.72 **Número Control: 162-6154-0776 (2)**
Type of Procedure: INCORPORATION OF COMPANIES	

First and Last Name of Petitioner **MARYEM ANDREINA REYES LOPEZ**	Form of Payment	Check Nº / Authorization	Amount (Bs.F)
ID / RIF /Passport Nº of Petitioner [Illegible] 22.194	Cash Amount		
First and Last Name of Depositor [blank]	Cashier's check / from same bank		
Depositor-s ID / RIF /Passport Nº [blank]	Point of Sale		
Depositor's Signature [blank]	Internet Payment		
AMOUNT WRITTEN OUT: FIVE HUNDRED TEN BOLIVARS & SEVENTY-TWO CENTS		**TOTAL AMOUNT**	**510.72**

EXCLUSIVELY FOR USE BY SAREN

ISSUING OFFICIAL	**RECEIVING OFFICIAL**	**REVIEWING OFFICIAL** [Illegible signature]	**REGISTRAR / NOTARY**
FIRST AND LAST NAME	[Stamp & signature of	[Stamp and signature of	
ID CARD NUMBER [Two illegible round stamps]	MARIELA SÁNCHEZ V-11.155.328	LISBETH DAVALILLO V-4.202.899	[Illegible signature and Stamp]
POSITION	COLLECTIONS AGENT I]	Attorney I]	
[Stamp of Mariela Sanchez] *DATE*			
Signature [Illegible]			

Stamp of the Office **COLLECTING BANKS** **Bank stamp and signature**

0003 – Banco Industrial de Venezuela
0007 – Banco Bicentenario
0102 – Banco de Venezuela
0108 – Banco Provincial
0163 – Banco del Tesoro

[Rectangular stamp of the Banco Bicentenario
[Illegible initials]
JUNE 23, 2011
Teller No [Illegible]
AG. CAJA DE AHORROS

ProTranslating
Certified Translation

BOLIVARIAN REPUBLIC OF VENEZUELA
*** MINISTRY OF THE PEOPLE'S POWER FOR INTERNAL AFFAIRS AND JUSTICE ***

AUTONOMOUS SERVICE OF REGISTRIES AND NOTARIES
SECOND MERCANTILE REGISTRY OF THE STATE OF CARABOBO

RM Nº 315
201 and 152

RAFAEL A. GIMENEZ D. Esq., Mercantile Registrar

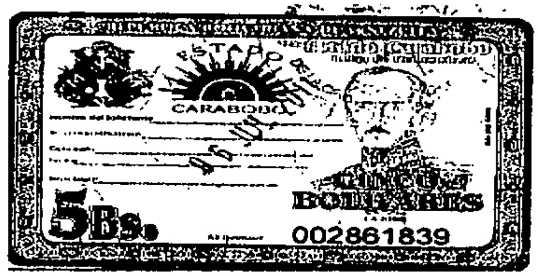
CERTIFIES

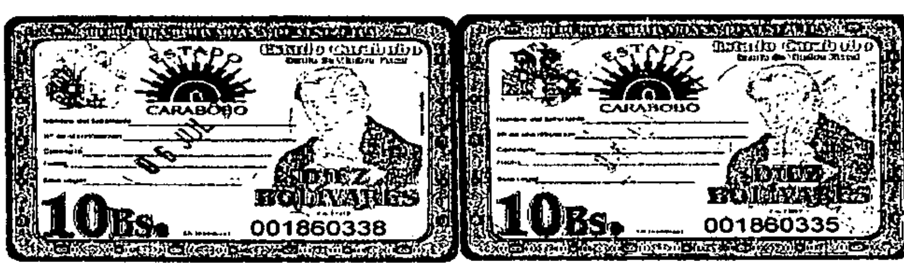
That the entry in the Mercantile Registry transcribed forthwith, the original of which is recorded in Volume: **102-A**, Number: **56** of the year **2011**, as well as the Communication, Note and Document copied herein are exact copies of the originals which read as follows:

315 – 15103

THIS PAGE BELONGS TO:
MATERIALES Y SERVICIOS VIPS 2011, C.A.
File Number: **315-15103**

[On right: Tax revenue stamp for Bs. 5 of the State of Carabobo and round rubber stamp of the Mercantile Registry]





SAREN

[Above left: two Tax revenue stamps for Bs. 10, each, of the State of Carabobo
And on the right: Logo of SAREN – Autonomous Service of Registries and Notaries]

ProTranslating
Certified Translation

Maryem Reyes Lopez
ABOGADA
INPRE: 149.345

[On left, stamp of the attorney Maryem Reyes Lopez and two significantly illegible round rubber stamps along the left margin, and one illegible, partial stamp in the upper right corner]

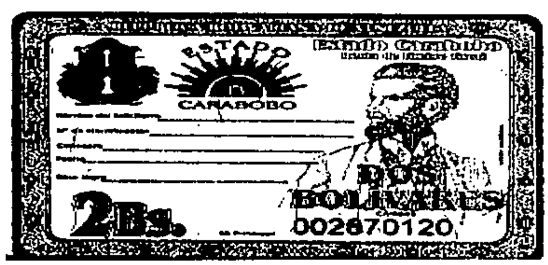
CITIZEN
SECOND MERCANTILE REGISTRAR OF THE JUDICIAL CIRCUIT OF THE STATE OF CARABOBO
By Hand

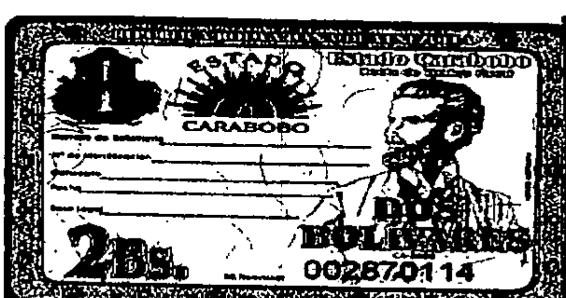
The undersigned, **MARYEM ANDREINA REYES LOPEZ**, Venezuelan, single, of legal age, a practicing attorney of this domicile, registered with **IPSA** [Venezuelan Bar Association] under N° **149.345**, authorized herefor does very respectfully appear before you to submit to you the **ARTICLES OF INCORPORATION** of the Company, **MATERIALES Y SERVICIOS VIPS 2011, C.A.**, so that you may order registration, posting and publication according to the provisions of the Commercial Code currently in effect. I similarly attach an inventory detailing the contributions made by the shareholders toward the payment of total capital stock subscribed and paid in, and furthermore request that a certified copy be issued to me of this communication, as well as of the accompanying document.

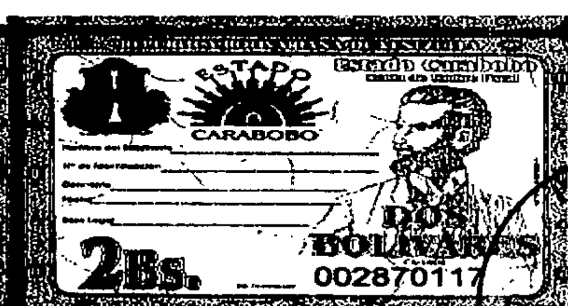
In Valencia, on the filing date.-

/s/ [Illegible]

[There is a stamp and signature in right margin of the attorney Lisbeth Davalillo]
[At the bottom of the page there are three tax revenue stamps of Bs. 2, each of the State of Carabobo]







oTranslating
ed Translation

BOLIVARIAN REPUBLIC OF VENEZUELA

*** MINISTRY OF THE PEOPLE'S POWER FOR INTERNAL AFFAIRS AND JUSTICE ***

AUTONOMOUS SERVICE OF REGISTRIES AND NOTARIES SECOND MERCANTILE REGISTRY OF THE STATE OF CARABOBO	RM Nº 315 201 and 152

Municipality of Valencia, July 6, 2011

The preceding communication is deemed presented. As legal requirements have been complied with, let it be recorded in the Mercantile Registry together with the documents filed: let the respective entry be posted and published; let the Company file be set up and let the original be filed together with the copy of the Bylaws and all other accompanying documents. Let a copy for publication be issued. The preceding document, drawn up by the attorney MARYEM ANDREINA REYES LOPEZ, IPSA Nº: 149345, is recorded in the Mercantile Registry under Number: **56**, VOLUME-**102-A**. Duties paid BS: **510.72** according to Form RM No. **31500096478**, Bank No. **229740** for BS: **298.80**. Identification was as follows: **MARYEM ANDREINA REYES LOPEZ**, ID: **V-19.122.194**.
Reviewing attorney: **LISBETH MERCEDES DAVALILLO CARREÑO**

/s/ [Illegible]

Mercantile Registrar
RAFAEL A. GIMENEZ D. Esq.

THIS PAGE BELONGS TO:
MATERIALES Y SERVICIOS VIPS 2011, C.A.
File Number: **315-15103**
CONST

[On the right: Logo of SAREN – Autonomous Service of Registries and Notaries]

SAREN

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Certified Translation

[On left, stamp of the attorney Maryem Reyes Lopez]

[Note: Initials and significantly illegible round rubber stamps appear on each page of this document]

Maryem Reyes Lopez
ABOGADA
INPRE: 149.345

We, **VINCENZO PIERO SERAPIGLIA PARES**, Venezuelan, of legal age, legally competent, single, holder of Identity Card Nº **V-18.433.507**, and **PASCUAL MIGUELANGEL SASSANO LUCHESE**, Venezuelan, of legal age, legally competent, single, holder of identity Card Nº **V-20.083.847**, both of this domicile, establish herein a Company, with these being the **Articles of Incorporation-Bylaws** which have been drawn up with sufficient scope and the clauses of which we detail forthwith:

CHAPTER I

NAME, DOMICILE, PURPOSE AND DURATION

FIRST: The Company's name shall be **MATERIALES Y SERVICIOS VIPS 2011, C.A.**

SECOND: The corporate domicile is the city of Valencia, State of Carabobo, located in the Zona Industrial La Rolandera, Sector Cascabel, Galpón Numero 24, Flor Amarillo, Municipality of Valencia of the State of Carabobo, being able to establish branches, agencies or accredited representations in any place within the Republic and/or abroad, prior compliance with legal formalities. THIRD: The corporate purpose of this Company is the purchase and sale of construction materials and supplies, as well as the rendering of services in the construction area, and it may likewise engage in all lawful commercial activities related with its corporate purpose or that may be in the interest of the Company and the proper execution of the Company's business. FOURTH: The duration of the Company shall be thirty (30) years counted as of the date of its registration with the corresponding Mercantile Registry Office, but it may be dissolved prior thereto or its existence may be extended by decision of the Shareholders' Meeting, validly and legally convened and in accordance with the provisions of the Commercial Code. **[NOTE: There are initials in the right margin and the stamp of the attorney, Lisbeth Davalillo]**

CHAPTER II

REGARDING THE CAPITAL AND STOCK

FIFTH: The capital of the Company is the sum of **TWENTY THOUSAND BOLIVARS AND ZERO CENTS (Bs. 20,000.00)**, divided among two thousand nominative shares, non-convertible to the bearer, with a par value each of **TEN BOLIVARS AND ZERO CENTS (Bs. 10.00)**, which has been fully subscribed and paid in by the shareholders as follows:

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Shareholder **VINCENZO PIERO SERAPIGLIA PARES**, has subscribed and paid for **one thousand (1000) shares** with a value of **TEN THOUSAND BOLIVARS AND ZERO CENTS (Bs. 10,000.00)**, and the shareholder **PASCUAL MIGUELANGEL SASSANO LUCHESE** has subscribed and paid for **one thousand (1000) shares** with a value of **TEN THOUSAND BOLIVARS AND ZERO CENTS (Bs. 10,000.00)**. Said capital has been fully paid in as is evidenced by the inventory attached to the present Articles of Incorporation-Bylaws. **SIXTH:** The shares may not validly be transferred by the owners without the prior consent of the shareholders' meeting and of the holders of the remaining shares, who shall have the preemptive right to purchase them during the term of one hundred eighty (180) days after receiving written notice of the plan to transfer ownership. With respect to the assignment of stock, this shall be subject to the provisions of the Commercial Code currently in effect, it being understood that all terms required by the said articles and which the law does not contemplate shall always be fifteen days as of the notification, including the day on which this notice is given. In the event of a capital increase subscription thereof shall preferentially be covered by the shareholders in proportion to the number of shares they legally own at that time, and in all other cases and to the degree applicable, the same shall be governed by the provisions of the Commercial Code.

CHAPTER III

REGARDING THE ADMINISTRATION

SEVENTH: The administration of the Company shall be the responsibility of a Board of Directors comprising 1) President and one (1) Vice President, acting joint or severally, who may or may not be shareholders, who shall be elected by the General Shareholders' Meeting and shall hold office for five (5) years, being eligible for reelection. They shall have the broadest dispository and administrative powers, such as: 1) to legally represent the Company before third parties, individuals or legal entities. They shall likewise represent the Company in all matters to which it may be a party, in or out-of-court, being likewise able to grant powers of attorney to attorneys or trusted individuals with the authority to agree to, desist from, settle, receive sums of money, grant receipts and acknowledgments of payments and acquittances of debt, bring proceedings in all their stages, including cassation. 2) To contract in the name of the Company and bind the Company in negotiations with third parties. 3) To appoint all workers and employees needed for the functioning of the same, setting their compensation, and likewise being able to move and dismiss personnel. 4) To purchase, sell, and encumber the Company's personal and real property. 5) To appoint business agents. 6) To open, close and utilize

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bank [accounts], accept, draw, endorse bills of exchange, promissory notes or any other commercial notes on behalf of the Company. 7) To undertake all necessary formalities to obtain credit with public or private entities, using the corporate equity as guarantee and, in general, to take as many corporate actions as deemed advisable for the growth and good functioning of the Company. **EIGHTH:** When they assume their functions, the members of the Board of Directors must deposit with the Company Treasury five (5) shares they own of the shares issued by the Company, and in the case of those members who are not shareholders, an equal number of shares must be deposited by the shareholder that nominated the member for the position, for the purposes established by article 244 of the Commercial Code. The said shares shall be released once the Shareholder's Meeting approves the performance of the member in office.

CHAPTER IV

REGARDING THE SHAREHOLDERS' MEETINGS

NINTH: The Regular or Special Shareholders' Meetings may not be deemed validly constituted to take up business if the shareholders representing more than half of capital stock are not present, or in all respects the procedure shall be in accordance with articles 274, 276, 277, 280 and 281 of the current Commercial Code. **TENTH:** The Regular General Shareholders' Meeting shall meet each year within the ninety (90) days following the year end closing, and special meetings shall be held when so determined by the Shareholders' Meeting.

CHAPTER V

REGARDING THE STATUTORY AUDITOR

ELEVENTH: The General shareholders' Meeting shall select a Principal statutory auditor who shall hold office for five (5) years with the authority stipulated by the Commercial Code.

CHAPTER VI

REGARDING RESERVES AND THE ECONOMIC PERIOD

TWELFTH: An annual inventory shall be taken of all Company assets and the Balance Sheet shall be prepared with the corresponding Statement of Income. Five percent (5%) of the profits shall be set aside to establish the legal reserve until this amount covers ten percent (10) of capital stock. After the profits have been calculated and prior deduction of the necessary and general expenses as well as of all types of allowances, the credit balance shall be distributed in the manner determined by the Shareholders' Meeting by decreeing the respective dividend. **THIRTEENTH:** The first economic period of the

Company shall be from the date of its registration with the respective Mercantile Registry until December 31, 2011, and subsequent years shall be from January 1st through December 31st of each year. **[NOTE: There are initials in the right margin and the stamp of the attorney, Lisbeth Davalillo]**

CHAPTER VII

FINAL PROVISIONS

FOURTEENTH: For the first administrative period, the composition of the Board of Directors was as follows: **PRESIDENT: VINCENZO PIERO SERAPIGLIA PARES**, Venezuelan, of legal age, single, holder of Identity Card **Nº V-18.433.507**, and **VICE PRESIDENT: PASCUAL MIGUELANGEL SASSANO LUCHESE**, Venezuelan, of legal age, single, holder of identity Card **Nº V-20.083.847,** who shall hold office for five (5) years. **JUAN MAXIMO GONZALEZ ANDREA,** Venezuelan, of legal age, single, holder of Identity Card **Nº V-2.216.339**, certified public accountant license **Nº 2142** and of this domicile, was appointed to the position of Principal Statutory Auditor. Similarly, **MARYEM ANDREINA REYES LOPEZ**, Venezuelan, single, of legal age, a practicing attorney, holder of Identity Card **Nº V-19.122.194**, registered with **IPSA** under **Nº 149.345** and of this domicile is authorized to undertake all the procedures necessary before the competent Mercantile Registrar to ensure the Registration, Posting and Publication of these Articles of Incorporation – Bylaws.

In Valencia, on the filing date.-

[One illegible signature, and the handwritten names and ID numbers of Vincenzo Serapiglia and Pascual Sassano]

Vincenzo Serapiglia
18433507

PASCUAL SASSANO
20.083847

MUNICIPALITY OF VALENCIA, JULY 6th OF THE YEAR TWO THOUSAND ELEVEN (SGD.) **MARYEM ANDREINA REYES LOPEZ, RAFAEL A. GIMENEZ D., Esq.-** THIS CERTIFIED COPY FOR PUBLICATION IS ISSUED ACCORDING TO FORM NO. **315.2011.2.8612.**

[Two illegible partial, round rubber stamps]

/s/ [Illegible]

RAFAEL A. GIMENEZ D., Esq.
Mercantile Registrar

12 SEP 25 PM 12:44

FLORIDA

ProTranslating
Certified Translation

MINISTERIO DEL PODER POPULAR PARA RELACIONES INTERIORES Y JUSTICIA.
REPÚBLICA BOLIVARIANA DE VENEZUELA.
SERVICIO AUTÓNOMO DE REGISTROS Y NOTARIAS.

Fecha de Emisión: 17/06/2011 201° y 152°

Número de Trámite: 315.2011.2.8612

La PUB desde su emisión tiene una vigencia de treinta(30) días continuos para ser cancelada; una vez efectuada la cancelación respectiva, tiene una vigencia de sesenta (60) días no prorrogables para presentar el documento. Agotados dichos lapsos la PUB es nula y deberá emitirse una nueva PUB para realizar el trámite, debiendo cancelarse nuevamente el monto correspondiente.

SAREN
SERVICIO AUTÓNOMO DE REGISTROS Y NOTARIAS

PLANILLA ÚNICA BANCARIA

Número Planilla: 31500096478

06 JUL 2011

Tipo de Acto: CONSTITUCIÓN COMPAÑÍAS ANÓNIMAS

```
279 CS01279-0016          23/06/2011 8:50:58 0739
PLN:31500096478 FEM:17062011 CSP:16261540776
Efec.:510.72 CHQ.Bco:0.00 CHQ.Otro Bco:0.00
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BCO 0175-0279 CSS A-VIJZ-GP6N-736Y
NTR 00000016 FEC 23-06-2011 HRM 08:50
MRS 510.72 MRC 0.00 MRT 510.72
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Número Control: 162-6154-0776 (2)

Nombre y Apellido del Solicitante MARYEM ANDREINA REYES LOPEZ	**Forma de Pago**	**Nro. Cheque/Aprobación**	**Monto (BsF)**
CI/RIF/Pasaporte del Solicitante V-19.122.194	Monto Efectivo		
Nombre y Apellido del Depositante	Cheque Gerencial/ del mismo Banco		
CI/RIF/Pasaporte del Depositante	Punto de Venta		
Firma del Depositante	Pago por Internet		
MONTO EN LETRAS: QUINIENTOS DIEZ BOLIVARES CON SETENTA Y DOS CÉNTIMOS		**MONTO TOTAL**	510,72

SOLO PARA USO DEL SAREN

FUNCIONARIO EMISOR	FUNCIONARIO RECEPTOR	FUNCIONARIO REVISOR	REGISTRADOR/NOTARIO
Nombre(s) y Apellidos	Mariela Sánchez		
Cédula de Identidad	C.I. 11.155.328	C.I. 4.202.890	
Cargo	LIQUIDADOR I	Abogado I	
Fecha			
Firma			

Sello de la Oficina

Bancos Recaudadores

0003 - Banco Industrial de Venezuela
0175 - Banco Bicentenario
0102 - Banco de Venezuela
0108 - Banco Provincial
0163 - Banco del Tesoro

Sello y Firma del Banco

BancoBicentenario
23 JUN 2011
Caja No. 01
AG. CAJA DE AHORRO

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°

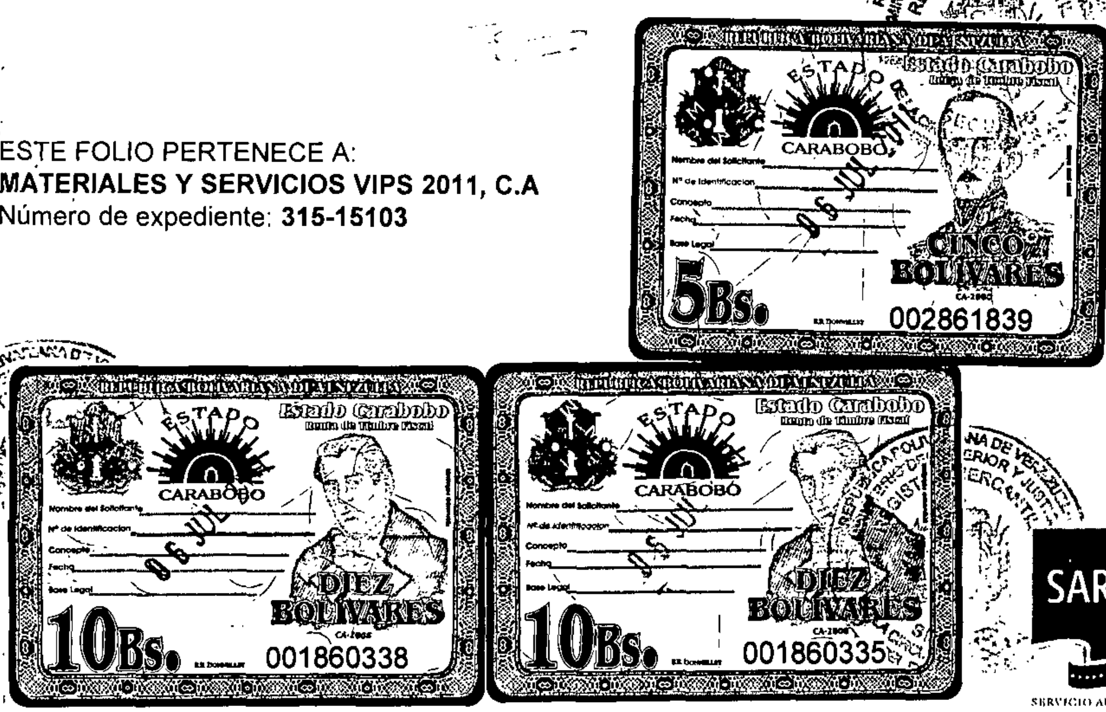
Abogado RAFAEL A. GIMENEZ D., Registrador Mercantil

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: **102-A** . Número: **56** 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:

315-15103

ESTE FOLIO PERTENECE A:
MATERIALES Y SERVICIOS VIPS 2011, C.A
Número de expediente: **315-15103**



SAREN
SERVICIO AUTÓNOMO DE REGISTROS Y NOTARÍAS

Maryem Reyes Lopez
ABOGADA
INPRE: 149.345

CIUDADANO

REGISTRADOR MERCANTIL SEGUNDO DE LA CIRCUNSCRIPCION JUDICIAL DEL ESTADO CARABOBO.

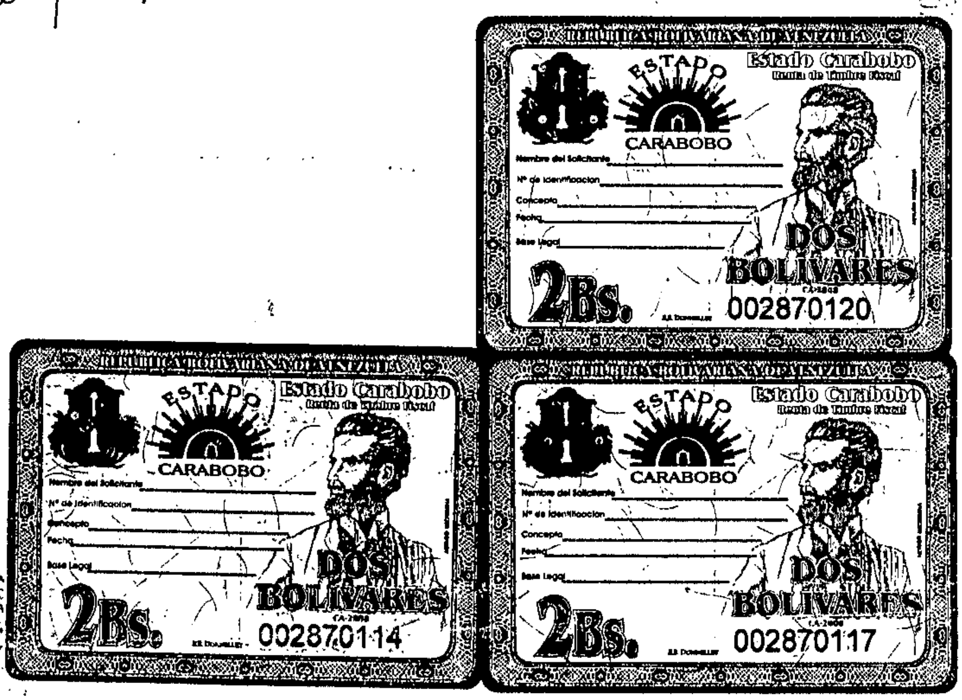
Su Despacho.-

Quien suscribe, **MARYEM ANDREINA REYES LOPEZ**, venezolana, soltera, mayor de edad, abogada en ejercicio de este domicilio, inscrita en el **IPSA** bajo el N° **149.345**, autorizado para este acto, ante usted, muy respetuosamente ocurro para presentarle el **DOCUMENTO CONSTITUTIVO** de la empresa, **MATERIALES Y SERVICIOS VIPS 2011, C.A.,** a fin de que se sirva ordenar su registro, fijación y publicación, de acuerdo con las disposiciones del código de comercio vigente. En la misma forma anexo inventario donde se detalla el aporte de los accionistas para la cancelación de la totalidad del capital social suscrito y pagado, asimismo solicito me expida copia certificada, de esta participación como del documento acompañado.-

En Valencia a la fecha de su presentación.-

12 SEP 26 PM 12:14

C.I 4.202.890
Abogado I



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, 6 de Julio del Año 2011

Por 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 de publicación. El anterior documento redactado por el Abogado MARYEM ANDREINA REYES LOPEZ IPSA N.: 149345, se inscribe en el Registro de Comercio bajo el Número: **56**, TOMO **-102-A** . Derechos pagados **BS**: **510,72** Según Planilla RM No. **31500096478**, Banco No. **229740** Por **BS**: **298,80**. La identificación se efectuó así: **MARYEM ANDREINA REYES LOPEZ**, C.I: **V-19.122.194**.
Abogado Revisor: **LISBETH MERCEDES DAVALILLO CARREÑO**

Registrador Mercantil
Abogado RAFAEL A. GIMENEZ D.

ESTA PÁGINA PERTENECE A:
MATERIALES Y SERVICIOS VIPS 2011, C.A
Número de expediente: **315-15103**
CONST

12 SEP 26 PM 12:14

SAREN

SERVICIO AUTÓNOMO DE REGISTROS Y NOTARÍAS

Maryem Reyes López
ABOGADA
INPRE: 149.345

Nosotros, **VINCENZO PIERO SERAPIGLIA PARES**, venezolano, mayor de edad, civilmente hábil, de estado civil soltero, titular de la Cédula de Identidad **No. V-18.433.507**, y **PASCUAL MIGUELANGEL SASSANO LUCHESE**, venezolano, mayor de edad, civilmente hábil, de estado civil soltero, titular de la cedula de identidad **No. V-20.083.847**, ambos de este domicilio, constituyen en este acto una Compañía Anónima siendo esta el **Acta Constitutiva - Estatutos Sociales** la que ha sido redactada con la amplitud suficiente, cuyas cláusulas detallamos a continuación:

CAPÍTULO I

NOMBRE, DOMICILIO, OBJETO Y DURACIÓN

PRIMERA: La compañía se denominará **MATERIALES Y SERVICIOS VIPS 2011, C.A.** **SEGUNDA:** El domicilio de la compañía es la Ciudad de Valencia, Estado Carabobo, ubicada en la Zona Industrial La Rolandera, Sector Cascabel, Galpón Numero 24, Flor Amarillo, Municipio Valencia del Estado Carabobo; pudiendo establecer sucursales, agencias o representaciones acreditadas en cualquier lugar de la República y/o en el exterior, previa las formalidades legales. **TERCERA:** La presente compañía tiene como objeto social la compra y venta de materiales y suministros para la construcción, así como, la prestación de servicios en el área de la construcción, asimismo, podrá ejercer todo acto lícito de comercio conexa con su objeto y que sea de interés de la compañía y el buen giro de la sociedad. **CUARTA:** La sociedad tendrá una duración de Treinta (30) años contados a partir de la fecha de su inscripción en la Oficina de Registro Mercantil correspondiente, pero podrá ser disuelta con anterioridad o prorrogada su existencia mediante decisión de la Asamblea de Accionistas, válida y legalmente convocada y con apego a lo establecido en el Código de Comercio.

Davalillo
C.I. 4.202.890
Abogado I

CAPITULO II

DEL CAPITAL Y DE LAS ACCIONES

QUINTA: El capital de la compañíaes la cantidad de **VEINTE MIL BOLIVARES CON CERO CENTIMOS (Bs. 20.000,00)**, divididos en dos mil acciones nominativas, no convertibles al portador, con un valor nominal cada una de **DIEZ BOLIVARES CON CERO CENTIMOS (Bs. 10,00)** el cual ha sido totalmente suscrito y pagado por los accionistas de la siguiente manera: El accionista **VINCENZO PIERO SERAPIGLIA PARES**, ha suscrito y pagado **un mil (1000) acciones** con un valor de **DIEZ MIL BOLIVARES CON CERO**

CENTIMOS (Bs. 10.000,00) y el accionista **PASCUAL MIGUELANGEL SASSANO LUCHESE,** ha suscrito y pagado **un mil (1000) acciones** con un valor de **DIEZ MIL BOLIVARES CON CERO CENTIMOS (Bs. 10.000,00).** Dicho capital ha sido totalmente cancelado como se evidencia en el inventario que se anexa a la presente acta constitutiva – Estatutos Sociales. **SEXTA:** Las acciones no podrán ser traspasadas válidamente por los titulares sin el consentimiento previo de la asamblea y de los tenedores de las restantes acciones quienes tendrán la opción de la compra a su favor durante el plazo de ciento ochenta (180) días, después que le sea notificado por escrito el proyecto de traspaso. En lo referente a la cesión de acciones se someterá a lo previsto en el código de comercio vigente, siendo entendido que todo plazo que fuese necesario en dichos artículos y que la ley no contempla será siempre de quince días a partir de la notificación, inclusive el día en que esta se realice. En caso de aumento del capital la suscripción del mismo será cubierta preferentemente por los accionistas en proporción al número de acciones que son propietarios para ese momento legalmente, en todo caso lo demás, y en cuanto sea aplicable se regirá por lo dispuesto en el código de comercio.

CAPÍTULO III

DE LA ADMINISTRACIÓN

SÉPTIMA: La administración de la compañía estará a cargo de una Junta Directiva compuesta por 1) Presidente, y un (1) Vice-Presidente, actuando conjunta o separadamente, quienes podrán ser accionistas o no y serán elegidos por la Asamblea General de Accionistas, durarán en sus funciones cinco (5) años, pudiendo ser reelegidos; tendrán las más amplias facultades de disposición y administración, tales como: 1) representar legalmente a la compañía ante terceras personas naturales o jurídicas. Igualmente representaran a la sociedad en todos los asuntos en que sea parte, judicial o extrajudicialmente, pudiendo así mismo otorgar poderes en abogados o personas de su confianza, con facultad para convenir, desistir, transigir, recibir cantidades de dinero, otorgar finiquitos y cancelaciones, seguir juicios en todas sus instancias, incluso casación. 2) Contratar en nombre de la compañía, obligar a la compañía en negociaciones con terceros. 3) Designar todo el personal de obreros y empleados necesarios para el funcionamiento de la misma, fijando sus remuneraciones, pudiendo igualmente movilizar y despedir al personal. 4) Comprar, vender, gravar bienes muebles e inmuebles de la sociedad. 5) Nombrar factores mercantiles. 6) Abrir, cerrar y movilizar bancarias, aceptar, librar, endosar, letras de cambio, pagares o cualquier otro efecto de comercio en nombre de la compañía. 7) Efectuar los trámites necesarios para la consecución de créditos ante entidad pública o privada, con la garantía del patrimonio de la sociedad y en general podrá efectuar cuantos actos sociales considere convenientes al desarrollo y buen funcionamiento de la compañía. **OCTAVA:** Los miembros de la junta directiva al iniciar el ejercicio de sus funciones deberán depositar en la caja social cinco (5) acciones de su propiedad de las emitidas por la compañías y las no accionistas un número igual, depositadas por el accionista que lo propuso para el cargo, a los fines establecidos por el artículo 244 del Código de Comercio. Dichas acciones quedarán liberadas una vez que la Asamblea haya aprobado su gestión.

CAPÍTULO IV

DE LAS ASAMBLEAS

NOVENA: Las Asambleas Ordinarias o Extraordinarias de Accionistas no podrán considerarse válidamente constituidas para deliberar en caso de no encontrarse presente un numero de accionistas que representen más de la mitad del capital social o en todo caso se procederá de acuerdo con los artículos 274, 276, 277, 280 y 281 del Código de Comercio vigente. **DECIMA:** La Asamblea General Ordinaria de Accionistas se reunirá anualmente dentro de los noventa (90) días siguientes al cierre del ejercicio económico y las extraordinarias cuando lo decida la Asamblea de Accionistas.

CAPITULO V

DEL COMISARIO

DÉCIMA PRIMERA: La asamblea General de Accionistas elegirá un comisario Principal, quien durara cinco (5) años en sus funciones, con las atribuciones estipuladas en el Código de Comercio.

CAPÍTULO VI

DE LAS RESERVAS Y DEL EJERCICIO ECONOMICO

DÉCIMA SEGUNDA: Anualmente, se tendrá inventario de todos los bienes de la sociedad y se formará el Balance general con el correspondiente Estado de Ganancias y Pérdidas. De los cuales beneficios se hará un apartado para la reserva legal de un cinco por ciento (5%) hasta cubrir el diez por ciento (10%) del capital social. Calculados los beneficios previa deducción de los gastos necesarios y generales, así como, toda clase de apartados, el saldo favorable será repartido en la forma que lo imponga la Asamblea de Accionistas al decretar el respectivo dividendo. **DECIMA TERCERA:** El primer ejercicio económico de la compañía comprenderá desde la fecha de su inscripción en el Registro Mercantil respectivo hasta el treinta y uno de diciembre de 2011 y, los subsiguientes, del uno de enero al treinta y uno (31) de diciembre de cada año.

C.I. 4.202.890
Abogado I

CAPITULO VII

DISPOSICIONES FINALES

DÉCIMA CUARTA: Para el primer período Administrativo la Junta Directiva quedo conformada de la siguiente manera: **PRESIDENTE: VINCENZO PIERO SERAPIGLIA PARES**, venezolano, mayor de edad, de estado civil soltero, titular de la Cédula de Identidad **No. V-18.433.507**, y **VICE-PRESIDENTE: PASCUAL MIGUELANGEL SASSANO LUCHESE**, venezolano, mayor de edad, civilmente hábil, de estado civil soltero, titular de la cedula de identidad **No. V- 20.083.847,** quienes duraran cinco (5) añosen sus funciones. Para el cargo de Comisario Principal ha sido designado **JUAN MAXIMO GONZALEZ ANDREA**, venezolano, Mayor de edad, de estado civil soltero, Titular de la cedula de identidad **No. V-2.216.339** Contador Público colegiado bajo el **No. 2142** y de este domicilio. En la misma forma se autoriza a la ciudadana **MARYEM ANDREINA REYES LOPEZ**, venezolana, soltera, mayor de edad, abogada en ejercicio, titular de la Cédula de Identidad **No. V-19.122.194**, inscrita en el **IPSA** bajo el **N° 149.345** y de este domicilio, para que efectúe las diligencias necesarias por ante el Ciudadano Registrador Mercantil competente, a los fines de su Registro, fijación y publicación de esta acta Constitutiva – estatutos Sociales. En Valencia, a la fecha de su presentación.-

Vincenzo Serapiglia
18433507

Pascual Sassano
20.083847

12 SEP 26 PM 12:15

MUNICIPIO VALENCIA, 6 DE JULIO DEL AÑO DOS MIL ONCE (FDOS.) **MARYEM ANDREINA REYES LOPEZ**, **Abogado RAFAEL A. GIMENEZ D.** SE EXPIDE LA PRESENTE COPIA CERTIFICADA DE PUBLICACIÓN SEGÚN PLANILLA NO: : **315.2011.2.8612**

Abogado RAFAEL A. GIMENEZ D.
Registrador Mercantil

12 SEP 26 PM 12:45