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10/11/12

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: INVERSIONES CJQ 2001, C.A.
Name of corporation - must include suffix

Dear Sir or Madam:

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

Please return all correspondence concerning this matter to the following:

Michael Ortiz, Esq.
Name of Person

Michael Ortiz, P.A.
Firm/Company

1430 South Dixie Highway, Suite 321
Address

Coral Gables, FL 33146
City/State and Zip code

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

For further information concerning this matter, please call:

Michael Ortiz, Esq. at (305) 665-5270
Name of Person — Area Code & Daytime Telephone Number

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STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- [x] $70.00 Filing Fee
- [ ] $78.75 Filing Fee & Certificate of Status
- [ ] $78.75 Filing Fee & Certified Copy
- [ ] $87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Inversiones CJQ 2001, C.A. Corp.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")

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

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

3. None
(FEI number, if applicable)

4. March 5,2001
(Date of incorporation)

5. 2091
(Duration: Year corp. will cease to exist or "perpetual")

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

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

Same as above
(Current mailing address)

8. To transact lawful business
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Michael Ortiz, Esq.

Office Address: 1430 S. Dixie Highway, Suite 321

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

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

____
(Registered agent's signature)

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

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

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A. DIRECTORS

Chairman: Juan Rodriguez Lopez

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

Vice Chairman: ______

Address: ______

Director: ______

Address: ______

Director: ______

Address: ______

B. OFFICERS

President: Juan Rodriguez Lopez

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

Vice President: Carlos Alberto Quevedo

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

Secretary: Michael Ortiz

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

Treasurer: ______

Address: ______

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

13. ______
Signature of Director or Officer

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

14. Michael Ortiz- Secretary
(Typed or printed name and capacity of person signing application)

COMMERCIAL REGISTRY V
OF THE JUDICIAL CIRCUIT OF THE CAPITAL DISTRICT AND STATE OF MIRANDA

Gisela Rangel
Commercial Registrar V
Of the Judicial Circuit of the Capital District and the State of Miranda

CERTIFIES

That the entry in the Commercial Registry copied below, the original of which is entered in Volume: 520AQTO, Number 56, as well as the NOTICE, NOTE, AND DOCUMENT, which are copied below, are a true copy of their originals, which state the following:

CERTIFIED TRANSLATION
PREPARED BY
SEVEN LANGUAGES, INC.

COMMERCIAL REGISTRY V
OF THE JUDICIAL CIRCUIT OF THE CAPITAL DISTRICT AND STATE OF MIRANDA

Caracas, twelfth (12th) day of March, 2001

Years 190 and 142

Inasmuch as the preceding notice has been submitted and the legal requirements were satisfied, record it in the Commercial Registry together with the document submitted, post and publish the respective entry, create a file, and archive the original together with a copy of the Bylaws and other attached documents. Issue a certified copy with an insertion of this order for purposes of its publication. Issue a copy for the purpose of complying with the provisions of Art. 226 of the Commercial Code.

The preceding document written by: LUISA ELENA MARQUEZ

Is entered under No. 56	Volume 520AQTO
Legal fees: Bs. 110,178	According to Form No. 21894
Fiscal fees: Bs. 389,528	According to Form No. 0568240

The identification was done thus: CARLOS ALBERTO QUEVEDO GARCIA, WITH ID V-6.345.593

Commercial Registrar V

[signature]

Gisela Rangel

(C) This page pertains to: the company INVERSIONES CJQ 2001 C.A.

[stamp:] Luisa Elena Marquez, Attorney, Venezuelan Bar Association 65.554

COMMERCIAL REGISTRAR FIVE OF THE JUDICIAL CIRCUIT OF THE FEDERAL DISTRICT AND STATE OF MIRANDA

I, CARLOS ALBERTO QUEVEDO GARCIA, a Venezuelan of legal age, with domicile in the city of Caracas, holding Identity Document number 6.345.593, hereby proceeding in my capacity as the President, sufficiently authorized as evidenced in the Articles of Incorporation/Bylaws of the commercial company INVERSIONES CJQ 2001, C.A., respectfully appear to submit the original document whereby the aforementioned company was incorporated, drafted broadly enough to be used in the place of the Corporate Bylaws. Furthermore, I am attaching the inventory thereof, which certifies the capital of the company, which is the sum of THIRTY-FIVE MILLION BOLIVARS (Bs. 35,000,000.00) equivalent to one hundred percent (100%) of the subscribed capital stock.

I am appearing for the purposes set forth in Article 215 of the Commercial Code, with the request that, once the legal requirements have been satisfied, you order the Registration, Posting, and Publication of the Articles of Incorporation/Bylaws of the aforementioned company, as well as the creation of the respective file. Lastly, I ask that you issue me a certified copy for relevant legal purposes.

Caracas, on the fifth (5^{th}) day of the month of March, 2001.

[signatures and illegible stamp]

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CERTIFIED TRANSLATION
PREPARED BY
SEVEN LANGUAGES, INC.

[stamp:] Luisa Elena Marquez, Attorney, Venezuelan Bar Association 65.554

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We, CARLOS ALBERTO QUEVEDO GARCIA and JESUS RAUL GUITIAN SANANES, Venezuelans of legal age, with domiciles in the city of Caracas, businessmen holding Identity Document numbers 6.345.593 and 3.810.706 respectively, in exercise and free disposition of our own particular rights, hereby declare: That we have agreed to establish and in fact hereby establish a commercial corporation, which shall be governed by these Articles of Incorporation and by any applicable provisions of the Commercial Code, which document has been written broadly enough to be used in the place of the Corporate Bylaws, and therefore this document constitutes and is called the Articles of Incorporation and Corporate Bylaws of INVERSIONES CJQ 2001, C.A., which read as follows: ARTICLE ONE: The company shall be called "INVERSIONES CJQ, C.A." and its domicile shall be the city of Caracas, without prejudice to the fact that it may be moved to any other place in the territory of the Republic of Venezuela, by resolution of the General Shareholders' Meeting. The company may establish branch offices in other locations of the Republic or abroad, when so considered advisable by the Board of Directors. ARTICLE TWO: The duration of the company shall be NINETY (90) years counted from the date of its entry in the Commercial Registry. The General Shareholders' Meeting may decide to extend the duration or on early dissolution of the company, in which case the procedure established in the Commercial Code must be followed. In either case, any extensions or early dissolution of the Company that are decided must be duly reported by the Board of Directors to the respective Commercial Registry. ARTICLE THREE: The company shall have as its purpose the performance of any lawful commercial or industrial activity, but in particular, without this implying in any way a limitation on its purpose, it shall be anything related to the purchase, sale, storage, importation, exportation, and distribution of any type of personal property, its parts, accessories, any kind of dry goods, white goods, appliances, computer equipment, home items, clothing, footwear for women, men, and children, accessories, all jewelry, as well as food supplies, canned goods, and any food products; purchasing and selling real property in general, as well as related activities, it may carry out any type of

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commercial operations, and it may carry out with artificial or natural persons, or public or private entities, any type of legal acts, transactions, and contracts that are necessary for the best and fullest development of the operations that constitute the principal objectives of the company, indicating that they include but are not limited to the activities listed herein. ARTICLE FOUR: The capital of the company is THIRTY-FIVE MILLION BOLIVARS (Bs. 35,000,000.00); said capital is represented by ONE THOUSAND (1,000) shares with a value of THIRTY-FIVE THOUSAND BOLIVARS (Bs. 35,000.00) each, which are registered, not convertible to bearer shares. Each share represents one vote in the deliberations of the General Shareholders' Meetings and its ownership is proven through the recording in the stock ledger of the owners of the shares. The company may, in turn, if so decided by the General Shareholders' Meeting, issue stock certificates, which may contain one or more shares and must be signed by the President of the Company. Said capital has been fully subscribed and paid at ONE HUNDRED percent (100%) as follows: CARLOS ALBERTO QUEVEDO GARCIA has subscribed FIVE HUNDRED (500) SHARES, with a par value of THIRTY-FIVE THOUSAND BOLIVARS (Bs. 35,000.00) each, fully subscribed and partially paid for at ONE HUNDRED percent (100%), and JESUS RAUL GUITIAN SANANES has subscribed FIVE HUNDRED (500) SHARES, with a par value of THIRTY-FIVE THOUSAND BOLIVARS (Bs. 35,000.00) each, fully subscribed and paid for at ONE HUNDRED percent (100%), as proven with the attached INVENTORY, that is, they are paying ONE HUNDRED percent (100%) of the value thereof, which amounts to the sum of THIRTY-FIVE MILLION BOLIVARS (Bs. 35,000,000.00). ARTICLE FIVE: The transfer of shares shall be done through an entry in the Stock Register, signed by the assignor, the assignee, and the President of the Company. In the event that there are Stock Certificates, the respective endorsement must be done and they must also be signed by the assignor, the assignee, and the President of the Company. ARTICLE SIX: In the event that new shares are issued due to a capital stock increase, the preemptive right shall be exercised by the shareholders in proportion to any shares owned by each of those interested at that time. The company shares may not be pledged or used as any other type of security in favor of third parties without the prior authorization of the General Shareholders' Meeting. This prohibition must be stated on the certificates of said shares, in the event that they are issued. In the event that a shareholder, or his or her heirs or assignees, wish to sell or transfer his or her shares for any reason, including as security, they must first offer to sell them to the other shareholders in proportion to their holdings at a price equivalent to their value, according to the last approved company balance sheet. The offer to sell shall be communicated in writing to the President, who shall also inform the other shareholders in writing within fifteen (15) days following the receipt thereof, and they must also state in writing their desire to or not to purchase within a term of no more than fifteen (15) days from the date of notice, with the understanding that a failure to respond is equivalent to a refusal to purchase said shares. In cases in which the shareholders express in writing to the President their desire to purchase the shares, they will have to complete the transaction within fifteen (15) business days of notice, because if not, as in the case of shareholders who do not choose to purchase all or some of the shares offered for sale, the offering shareholder is free to sell to third parties any that the other shareholders would have bought. ARTICLE SEVEN: The General Shareholders' Meeting is the supreme organ of the company and has the broadest powers administration and disposition. The General Shareholders' Meetings shall be presided over by the President of the Company. The Annual Shareholders' Meeting must take place annually in the month of March of each year, after a call made through the press or by any other written medium, sent to each shareholder at least five (5) days in advance of the date of the meeting. The call will not be necessary when all of the shareholders attend the meeting either personally or through a representative, provided that the representative shows a proxy or telegram certifying the representation. In any event, the general shareholders' meetings require a number of shareholders representing at least fifty-one percent (51%) of all the capital stock, including to deliberate and validly decide on the following items: a) Early dissolution of the company; b) Non-extension of the duration; c) Merger with another company; d) Sale of the corporate stock; e) Refund or increase of the capital stock; f) Reduction of the capital stock; g) Change of the purpose of the company; and h) Amendment of the bylaws on subjects referred to in the preceding numbers. ARTICLE EIGHT: Special Shareholders' Meetings shall be called any time the interest of the company so require, or when requested by the President or a number of shareholders representing at least one fifth of the capital stock of the company, pursuant to the provisions of Article 278 of the Commercial Code. Said call for these purposes shall be done in accordance with the provisions for annual meetings or under any of the forms established in the Commercial Code. ARTICLE NINE: The management and administration of the company shall be the responsibility of a President and a Vice-President who shall remain in office five (5) years, may or may not be shareholders, who shall be elected by the General Shareholders' Meeting, and they may be reelected and must remain in office until they are reelected or replaced by the General Shareholders' Meeting. ARTICLE TEN: The President has the general administration of the company; establishes the administrative policy of the company; legally represents the company; authorizes the purchase of fixed assets, the contracting of loans and credit, both assets and liabilities, and the transfer and encumbrance of corporate assets; decides the acquisition or transfer of real property; calls the general shareholders' meetings, presides over them, prepares the annual report, which he must present to the Annual General Shareholders' Meeting; ensures that the accounting is carried out in accordance with law; orders any dividend distribution as decided by the General Shareholders' Meeting; decides the allocation of both statutory and special reserve funds; confers any necessary special general powers of attorney; sets the general expenses of the company; appoints, hires, and removes any employees he deems advisable, setting their remuneration; draws on credit or deposit accounts; may issue, endorse, accept or guarantee drafts, promissory notes, and other commercial paper; and in general it devolves upon him to make the final decision on corporate matters. In the event of the President's temporary absence, the Vice-President shall act as the President. Nevertheless, for any act of disposition, both the President and the Vice-President shall require authorization from the General Shareholders' Meeting. ARTICLE ELEVEN: The President and the Vice-President shall deposit into the company treasury two (2) shares of this company each, for the purposes established in Article 244 of the Commercial Code. In the event that the directors are not shareholders of the company, the deposit of the shares into the company treasury shall be done by the shareholders proposing them. ARTICLE TWELVE: The Company shall have a Statutory Auditor, who shall be elected by the Annual General Shareholders' Meeting for a period of FIVE (5) years and may be reelected. The Statutory Auditor shall have the powers and obligations indicated by the Commercial Code for said officers. ARTICLE THIRTEEN: On December 31 of each year, the Balance Sheet, the Inventory, and a Statement of Financial Position shall be prepared, complying with the

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standards established in this area by the Commercial Code, and according to generally accepted accounting and fiscal practices. The assets shall be given their fair value. ARTICLE FOURTEEN: From the profits, FIVE PERCENT (5%) shall be set aside to form a Statutory Reserve Fund until it reaches TEN PERCENT (10%) of the capital stock. ARTICLE FIFTEEN: The President of the Company shall submit the accounts to the Statutory Auditor at least one month in advance of the date of the Annual General Shareholders' Meeting. ARTICLE SIXTEEN: The President shall propose to the Annual General Shareholders' Meeting the profit distribution, as dividends, and if any, their amount, manner, and date of distribution shall be determined by resolution of the same General Shareholders' Meeting. ARTICLE SEVENTEEN: The first fiscal year of the Company shall begin the date of registration with the Commercial Registry and shall end on December 31, 2001. All other fiscal years shall begin in early January of each year and shall end on December 31 of the same year. ARTICLE EIGHTEEN: For anything not established in this document, the provisions of the Commercial Code shall apply. TRANSITION CLAUSES: I. The following persons are appointed to the offices of President and Vice-President for the first term of office: PRESIDENT: CARLOS ALBERTO QUEVEDO GARCIA, a Venezuelan of legal age, holding Identity Document No. 6.345.593. VICE-PRESIDENT: JESUS RAUL GUITIAN SANANES, a Venezuelan of legal age, with domicile in the city of Caracas, holding Identity Document number 3.810.706. II. The Administrator, LEANDRO URRIBARRI, who is a Venezuelan of legal age, holding Identity document No. 11.948.569, L.A.C. No. 36.679, shall be appointed as Statutory Auditor. CARLOS ALBERTO QUEVEDO GARCIA, a Venezuelan of legal age, holding Identity Document No. 6.345.593, shall be authorized, in his capacity as the President, to do everything necessary to register and publish this document for the resulting legal purposes.

Caracas, on the fifth (5th) day of the month of March, two thousand one (2001)

[signatures]

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SEVEN LANGUAGES, INC.

[illegible stamps]

COMMERCIAL REGISTRY V

OF THE JUDICIAL CIRCUIT OF THE CAPITAL DISTRICT AND STATE OF MIRANDA

Caracas, July ten (10), 2003

Years 193 and 144

Inasmuch as the preceding notice has been submitted and the legal requirements have been satisfied, enter it in the Commercial Registry together with the document submitted, post and publish the respective entry. Proceed according to the request and attach the original to the file with the attached documents. Issue a certified copy in order to comply with the provisions of Art. 226 of the Commercial Code.

The preceding document drafted by: TAMARA SUCURRO GONZALEZ

Is entered under No. 56	Volume 785A
Legal fees: Bs. 122,302	According to Form No. 15219
Fiscal fees: Bs. 64,020.00	According to Form No. 0212867

The identification was done thus:

EDDY RAUL NARANJO SANCHEZ WITH ID V-6.122.415

Commercial Registrar V
[signature]
Gisela Rangel

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(M) This page pertains to:
INVERSIONES CJQ 2001

[tax stamps]

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PREPARED BY
SEVEN LANGUAGES, INC.

SEVEN LANGUAGES TRANSLATING SERVICES, INC.

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CERTIFICATE OF TRANSLATION

STATE OF FLORIDA }
}
COUNTY OF MIAMI-DADE }

BEFORE ME, on this day, personally appeared JOSEPH RICHARD PEREZ on behalf of SEVEN LANGUAGES TRANSLATING SERVICES, INC., who being duly sworn, deposes and says that he is fully versed in both the SPANISH and ENGLISH languages, that he is a Federal Court certified interpreter in English and Spanish and that he is a qualified and experienced translator from each of said languages to the other; and that to the best of his knowledge and belief, the translation attached hereto consisting of 9 pages, is a true and accurate rendition of the original aforesaid and is the last of the attached.

JOSEPH RICHARD PEREZ

The foregoing instrument was acknowledged by me on this 1 day of October, 2012. Joseph Richard Perez personally appeared before me at the time of notarization. He is personally known to me and produced a driver's license as identification and he did take an oath.

Migdi Martin, Notary Public
State of Florida at Large

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

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

SPANISH
FRENCH
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PORTUGUESE
GERMAN
CHINESE
JAPANESE
RUSSIAN
SCANDINAVIAN
ASIAN
SLAVIC
& ALL OTHER
LANGUAGES

REGISTRO MERCANTIL V

DE LA CIRCUNSCRIPCIÓN JUDICIAL DEL DISTRITO CAPITAL Y ESTADO MIRANDA

Dra. Gisela Rangel
Registrador Mercantil V
De la Circunscripción Judicial del Distrito Capital y Estado Miranda

CERTIFICA

Que el asiento de Registro de Comercio transcrito a continuación, cuyo original está inscrito en el Tomo: 520AQTO Número: 56 así como PARTICIPACION NOTA Y DOCUMENTO que se Copian de seguida, son traslado fiel de sus originales, los cuales son del tenor siguiente

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REGISTRO MERCANTIL V

DE LA CIRCUNSCRIPCIÓN JUDICIAL DEL DISTRITO CAPITAL Y ESTADO MIRANDA

Caracas, doce (12) de marzo de 2001

190 y 142

Presentada la anterior participación y cumplidos como han sido los requisitos de ley, inscríbase en el Registro Mercantil junto con el documento presentado, fíjese y publíquese el asiento respectivo, fórmese el expediente y archívese original junto con el ejemplar de los Estatutos y demás recaudos acompañados. Expídase copia certificada con inserción del presente auto a los fines de su publicación. Líbrese copia a objeto de dar cumplimiento con lo establecido en el Art. 226 del Código de Comercio.

El anterior documento redactado por: LUISA ELENA MARQUEZ,

Se inscribe bajo el Nro. 58 Tomo 520AQTO,

Derechos arancelarios Bs. 110178 según Planilla Nro. 21894,

Derechos fiscales Bs. 386.520- según Planilla Nro. 0056.27.40,

La Identificación se efectuó así: CARLOS ALBERTO QUEVEDO GARCIA CON C.I.N V-6345963

El Registrador Mercantil V

Dra. Gisela Rangel

(C) Esta página pertenece a: LA CIA. INVERSIONES CJQ 2001 C.A

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Luisa Elena Márquez
Abogado
Inpreabogado 65.634

Ciudadano

REGISTRADOR MERCANTIL QUINTO DE LA CIRCUSNCRIPCIÓN JUDICIAL DEL DISTRITO FEDERAL Y ESTADO MIRANDA

Su Despacho.-

Yo, **CARLOS ALBERTO QUEVEDO GARCIA**, venezolano, mayor de edad, domiciliado en la ciudad de Caracas, titular de la Cédula de Identidad número 6.345.593, procediendo en este acto en mi carácter de Presidente, suficientemente autorizado según consta en el documento Constitutivo Estatutario de la Sociedad Mercantil **INVERSIONES CJQ 2001, C.A.**, ante Usted respetuosamente ocurro para presentar el documento original por el cual quedó constituida la antes mencionada compañía, redactado con suficiente amplitud para que sirva a la vez de Estatutos Sociales. Asimismo acompaño, Inventario de la misma, el cual acredita el capital de la empresa, es decir la cantidad de **TREINTA Y CINCO MILLONES DE BOLIVARES (Bs. 35.000.000,oo)**, equivalente al cien por ciento (100%) del capital social suscrito.

Esta presentación la hago a los fines previstos en el Artículo 215 del Código de Comercio, con el ruego de que una vez cumplidos los requisitos de ley, se sirva ordenar el Registro, Fijación y Publicación del Documento Constitutivo Estatutario de la antes citada compañía, así como la formación del correspondiente expediente.

Por último solicito me sea expedida una copia certificada a los fines legales pertinentes.

Caracas, a los cinco, (05) días del mes de Marzo de 2001.

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REPUBLICA BOLIVARIANA DE VENEZUELA
MINISTERIO DE ... Y JUSTICIA
REGISTRO ... V

Luisa Elena Márquez
Abogado
Inpreabogado 05.554

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Nosotros, **CARLOS ALBERTO QUEVEDO GARCIA**, y **JESUS RAUL GUITIAN SANANES**, venezolanos, mayores de edad, domiciliados en la ciudad de Caracas, comerciantes y titulares de las Cédulas de Identidad números 6.345.593 y 3.810.706, respectivamente, en este acto en uso y libre disposición de nuestro propios particulares derechos, declaramos: Que hemos convenido en constituir como en efecto lo hacemos por medio de este documento, una Sociedad Mercantil Anónima, la cual se regirá por el presente Documento Constitutivo y por las normas del Código de Comercio que le sean aplicables, documento éste el cual ha sido redactado con suficiente amplitud para que sirva a la vez de Estatutos Sociales, por lo que este documento constituye y se denomina "Contrato Constitutivo y Estatutos Sociales de **INVERSIONES CJQ 2001, C.A.**", y es del tenor siguiente: **ARTICULO PRIMERO:** La Compañía se denominará **"INVERSIONES CJQ, C.A."** y su domicilio será la ciudad de Caracas, sin perjuicio de que pueda ser trasladado a cualquier otro lugar del territorio de la República de Venezuela, por resolución de la Asamblea de Accionistas, La Compañía podrá establecer sucursales en otros lugares de la República o del Exterior, cuando así lo considere conveniente la Junta Directiva. **ARTICULO SEGUNDO:** La duración de la Compañía será de NOVENTA (90) años contados a partir de la fecha de su inscripción por ante el Registro Mercantil. La Asamblea General de Accionistas podrá acordar prorrogar la duración o disolución anticipada de la Compañía, en cuyo caso debe seguirse el procedimiento previsto en el Código de Comercio. En uno u otro caso, las prórrogas o disolución anticipada que se acuerden de la Compañía deben ser debidamente participadas por la Junta Directiva, al Registro Mercantil correspondiente. **ARTICULO TERCERO:** La Compañía tendrá por objeto la realización de toda actividad comercial o industrial lícita, pero muy especialmente, sin que ello implique, en forma alguna limitación de su objetivo, será todo lo relacionado con la compra, venta, almacenamiento, importación, exportación, y distribución de todo tipo de bienes muebles, sus repuestos, accesorios, toda clase de mercancía seca, línea blanca, electrodomésticos, equipos de computación, artículos para el hogar, ropa, calzados, para damas, caballeros y niños, accesorios, todo en bisutería, así como de víveres, enlatados y todo en productos alimenticios; compra y venta de bienes inmuebles en general, así como actividades conexas al ramo, podrá efectuar todo tipo de

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operaciones comerciales, pudiendo además realizar con personas jurídicas o naturales, entidades públicas o privadas toda clase de actos jurídicos, negocios y contratos que sean necesarios para el mejor y más cabal desenvolvimiento de las operaciones que constituyen los objetivos principales de la Compañía, indicando que las actividades acá reproducidas tienen carácter meramente enunciativo y no limitativo. **ARTICULO CUARTO:** El Capital de la Compañía es de **TREINTA Y CINCO MILLONES DE BOLIVARES (Bs. 35.000.000,oo)** dicho capital está representado por **UN MIL (1.000) ACCIONES**, con un valor de **TREINTA Y CINCO MIL BOLIVARES (Bs. 35.000,oo)** cada una, las cuales son nominativas, no convertibles al portador. Cada acción representa un voto en las deliberaciones de las Asambleas de Accionistas y su propiedad se comprueba mediante la inscripción en el Libro de Accionistas, de los titulares de las acciones. La Compañía podrá a su vez, si así lo decide la Asamblea General de Accionistas, emitir Títulos o Certificados de Acciones, los cuales podrán contener una o más acciones, y deben estar firmados por el Presidente de la Compañía. Dicho capital ha sido íntegramente suscrito y pagado en un CIEN por ciento (100%) de la siguiente manera: **CARLOS ALBERTO QUEVEDO GARCIA**, ha suscrito **QUINIENTAS (500) ACCIONES**, con un valor nominal de **TREINTA Y CINCO MIL BOLIVARES (Bs. 35.000,oo)** cada una, íntegramente suscritas y parcialmente pagadas en un CIEN por ciento (100%), y **JESUS RAUL GUITIAN SANANES**, ha suscrito **QUINIENTAS (500) ACCIONES**, con un valor nominal de **TREINTA Y CINCO MIL BOLIVARES (Bs. 35.000,oo)** cada una, íntegramente suscritas y pagadas en un cien por ciento (100%), según se demuestra de INVENTARIO que se anexa, es decir, pagan el CIEN por ciento (100%) del valor de las mismas, el cual asciende a la suma de **TREINTA Y CINCO MILLONES DE BOLIVARES (Bs. 35.000.000,oo)**. **ARTICULO CINCO:** El traspaso de acciones se hará mediante el asiento en el Libro de Accionistas, firmado por el Cedente, el Cesionario y el Presidente de la Compañía. En caso de existir Títulos o Certificados de Acciones, se debe hacer el endoso respectivo y también deben estar firmados por el Cedente, el Cesionario y el Presidente de la Compañía. **ARTICULO SEIS:** En caso de emitir nuevas acciones por razones de Aumento de Capital Social, el derecho de preferencia se ejercerá por los accionistas en la proporción a las acciones que tuviera cada uno de los interesados para ese momento. Las acciones de la Compañía no podrán ser dadas en prenda o en ninguna otra clase de Garantía a favor de terceras personas sin la previa autorización de la Asamblea de Accionistas. Esta prohibición debe constar en los Títulos de dichas acciones, en caso de que éstos sean emitidos. En el supuesto de que un accionista, o sus

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herederos o causahabientes, deseen vender o traspasar sus acciones por cualquier razón, incluso por causa de garantía, deben previamente ofrecerlas en venta a los demás accionistas, en proporción a su tenencia y a un precio equivalente a su valor, según el último Balance Social Aprobado. La oferta de venta será transmitida por escrito al Presidente, quien informará también por escrito dentro de los quince (15) días siguientes al recibo de la misma, a los demás accionistas, quienes deben expresar igualmente por escrito, su deseo o no de comprar en un plazo no mayor de quince (15) días a partir de la fecha de notificación, entendiéndose que su no contestación, equivale a una negativa de compra de dichas acciones. En los casos en que los accionistas manifiesten por escrito al Presidente, su deseo de comprar las acciones, tendrán que finiquitar la operación dentro de los quince (15) días hábiles siguientes a la notificación, pues de no ser así, al igual que en el caso que de los accionistas no optaren por comprar todas o partes de las acciones ofrecidas en venta, el accionista oferente queda en libertad de venderlas todas las que hubiesen comprando los demás accionistas a terceras personas. **ARTICULO SIETE:** La Asamblea General de Accionistas es el Organo Supremo de la Compañía y tiene las más amplias facultades de Administración y Disposición. Las Asambleas serán presididas por el Presidente de la Compañía, La Asamblea General Ordinaria de Accionistas debe efectuarse anualmente en el mes de marzo de cada año, previa convocatoria hecha por la prensa o por cualquier otro medio escrito, dirigido a cada accionista con cinco (5) días de anticipación, por lo menos, a la fecha de la Reunión. La Convocatoria no será necesaria cuando concurran a la Asamblea, la totalidad de los accionistas personalmente o por medio de representante, siempre que éste exhiba carta-poder, o telegrama donde se acredite su representación. En todo caso las reuniones de la Asamblea de Accionistas, requieren un número de accionistas que representen al menos el cincuenta y un por ciento (51%), de la totalidad del Capital Social, incluso para deliberar y decidir válidamente sobre los objetos siguientes: a) Disolución anticipada de la Compañía; b) No prórroga de la Duración; c) Fusión con otra sociedad; d) Venta del activo social; e) Reintegro o aumento del capital social; f) Reducción del Capital Social; g) Cambio de objeto de la Compañía y h) Reforma de los Estatutos en las materias expresadas en los números anteriores. **ARTICULO OCHO:** Las Asambleas Generales Extraordinarias serán convocadas cada vez que los intereses de la

Compañía así lo requieran, o bien cuando así lo solicitare el Presidente o un número de accionistas que represente por lo menos un quinto del Capital Social de la Compañía conforme a lo previsto en el artículo 278 del Código de Comercio. Dicha convocatoria para tales fines, se hará de acuerdo a lo previsto para las Ordinarias o bajo cualquiera de las formas que establece el Código de Comercio. **ARTICULO NUEVE:** La Dirección y Administración de la Compañía estarán a cargo de un Presidente y un Vicepresidente, quienes durarán en sus funciones cinco (5) años, pueden ser o no accionistas, los cuales serán elegidos por la Asamblea de Accionista, pudiendo ser reelegidos y deben permanecer en sus cargos hasta que sean reelegidos o sustituidos por la Asamblea. **ARTICULO DIEZ:** El Presidente tiene la dirección general de la Compañía; *fija la política administrativa* de la Empresa; representa legalmente a la compañía; autoriza la compra de activos fijos, la contratación de préstamos y créditos, tanto activos como pasivos y la enajenación y gravamen de los haberes sociales; resuelve la adquisición y enajenación de inmuebles; convoca a las Asambleas, preside las mismas, prepara el Informe Anual, el cual debe presentar a la Asamblea General Ordinaria de Accionistas; vela porque la contabilidad sea llevada de acuerdo con la Ley, dispone todo el reparto de dividendos, de acuerdo a lo resuelto por la Asamblea General de Accionistas; resuelve la colocación de los Fondos de reserva, tanto legales como especiales; confiere los poderes generales especiales que fueren necesarios; fija los gastos generales de la Compañía; nombra contrata y remueve los empleados que crea convenientes, fijando su remuneración; moviliza las cuentas de crédito o de depósito; puede emitir, endosar aceptar o avalar letras de cambio, pagarés y demás efectos de comercio y en general, le corresponde la decisión definitiva de los asuntos sociales. En caso de falta temporal del Presidente, el Vicepresidente hará sus veces. No obstante lo anterior, para cualquier Acto de Disposición, tanto el Presidente como el Vicepresidente, requerirán autorización de la Asamblea de Accionistas. **ARTICULO ONCE:** El Presidente y el Vicepresidente, depositarán en la Caja de la Compañía, dos (2) acciones de ésta cada uno, a los fines previstos en el artículo 244 del Código de Comercio. En caso de que los Directores no sean socios de la Compañía, el depósito de las acciones en Caja Social, deberá ser hecha por los accionistas que los propongan. **ARTICULO DOCE:** La Compañía tendrá un Comisario, el cual será elegido por la Asamblea General Ordinaria de Accionistas, para un período de CINCO (5) años, pudiendo ser reelegido. El Comisario tendrá las atribuciones y obligaciones que el Código de Comercio señala a dichos funcionarios. **ARTICULO TRECE:** El 31 de Diciembre de cada año se levantará el Balance, un Inventario y Estado de Ganancias y Pérdidas, cumpliendo con las normas establecidas en la materia por el Código de Comercio, y de acuerdo a las prácticas contables y fiscales generalmente aceptadas. Al Activo se le dará su justo valor. **ARTICULO CATORCE:** De las Utilidades habidas se hará un apartado de CINCO POR CIENTO (5%), para formar un Fondo de Reserva Legal, hasta que, éste alcance el DIEZ POR CIENTO (10%) del Capital Social. **ARTICULO QUINCE:** El Presidente de la Compañía presentará al Comisario las cuentas, con un mes de anticipación por lo menos, a la fecha de la reunión de la Asamblea General Ordinaria. **ARTICULO DIECISEIS:** El Presidente propondrá a la Asamblea la Distribución de Utilidades, como Dividendos y, en caso afirmativo, su monto, forma y fecha de distribución, será determinada por resolución de la misma Asamblea de Accionistas. **ARTICULO DIECISIETE:** El primer ejercicio de la Compañía comenzará el día de su inscripción por ante el Registro Mercantil y finalizará el 31 de Diciembre de 2001, los demás ejercicios económicos comenzarán en los primeros días de enero de cada año y culminará el 31 de Diciembre del mismo año. **ARTICULO DIECIOCHO:** En todo lo no previsto en este documento, se aplicarán las disposiciones del Código de Comercio. **CLAUSULAS TRANSITORIAS: I.-** Se designa para los cargos de Presidente y Vicepresidente, para el primer período de ejercicio de sus funciones, a las siguientes personas: **PRESIDENTE: CARLOS ALBERTO QUEVEDO GARCIA**, venezolano mayor de edad, titular de la Cédula de Identidad N° 6.345.593. **VICEPRESIDENTE: JESUS RAUL GUITIAN SANANES**, venezolano, mayor de edad, domiciliado en la cuidad de Caracas, y titular de la Cédula de Identidad número 3.810.706. **II.-** Se designa como Comisario al Administrador, Licenciado LEANDRO URRIBARRI, quien es venezolano, mayor de edad titular de la Cédula de Identidad N° 11.948.569, L.A.C. N° 36.679. Se autorizó a **CARLOS ALBERTO QUEVEDO GARCIA**, venezolano mayor de edad, titular de la Cédula de Identidad N° 6.345.593, para que en su carácter de Presidente de la Compañía realice todo lo necesario para la inscripción y publicación de este documento, a los fines legales consiguientes.

Caracas, a los cinco (05) días del mes de Marzo de dos mil uno (2.001)

...RITORIO JURIDICO ... Tamára Sucurro González

(2)

REGISTRO MERCANTIL V
DE LA CIRCUNSCRIPCIÓN JUDICIAL DEL DISTRITO CAPITAL Y ESTADO MIRANDA

Caracas, Diez (10) de Julio del 2003

193 y 144

Presentada la anterior participación y cumplidos como han sido los requisitos de ley, inscríbase en el Registro Mercantil junto con el documento presentado, fíjese y publíquese el asiento respectivo. Procédase de conformidad con lo solicitado y agréguese original al expediente con los recaudos acompañados. Expídase copia certificada con inserción del presente auto a los fines de su publicación. Líbrese copia a objeto de dar cumplimiento con lo establecido en el Art. 226 del Código de Comercio.

El anterior documento redactado por: TAMARA SUCURRO GONZALEZ

Se inscribe bajo el Nro. 56 Tomo 785 A

Derechos arancelarios Bs. 122302 según planilla Nro: 15219

Derechos fiscales Bs. 64.020,00 según planilla Nro. 0212867

La Identificación se efectuó así:
EDDY RAUL NARANJO SANCHEZ CON C.I.N V-6.122.415

Registrador Mercantil V
Dra. Gisela Rangel

(M) Esta página pertenece a:
INVERSIONES CJQ 2001

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