

Division of Corporations

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Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : G & A ACCOUNTING AND TAXES SERVICES, INC.
Account Number : 120120000033
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**FOREIGN PROFIT/NONPROFIT CORPORATION
BAUMER BAVE, S.A. CORP**

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Corporate Filing Menu

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November 21, 2012

FLORIDA DEPARTMENT OF STATE

Division of Corporations
G & A ACCOUNTING AND TAXES SERVICES, INC.

SUBJECT: BAUMER BAVE, S.A. CORP
REF: W12000058565

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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

Maryanne Dickey
Regulatory Specialist II
New Filing Section

FAX Aud. #: H12000273415
Letter Number: 712A00027999

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. **BAUMER BAVE, S.A.CORP**

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

N/A

(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. **N/A**

(FEI number, if applicable)

4. **11/23/2011**

(Date of incorporation)

5. **2051**

(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. **URBANIZACION INDUSTRIAL LEBRUN, AV PRINCIPAL LOCAL 41-A**

(Principal office address)

PETARE 1070 CARACAS, VENEZUELA

(Current mailing address)

8. **PROCESS INSTRUMENTATION**

(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:

RICHARD ARRIETA

Office Address:

9851 NW 58th St, UNIT 120

DORAL

(City)

Florida 33178

(Zip code)

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10. **Registered agent's acceptance:**

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

(Registered agent's signature)

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

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

A. DIRECTORS

Chairman: DAVID IGLESIAS

Address: URBANIZACION INDUSTRIAL LEBRUN, AV PRINCIPAL LOCAL 41-A
PETARE 1070 CARACAS VENEZUELA

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: DAVID IGLESIAS

Address: URBANIZACION INDUSTRIAL LEBRUN, AV PRINCIPAL LOCAL 41-A
PETARE 1070 CARACAS VENEZUELA

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)
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. DAVID IGLESIAS

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

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REPUBLIC OF VENEZUELA
Ministry of Popular Power for Interior Relations and Justice

SELF SERVICE RECORDS AND
NOTARIES. 202 ° and 153 °
SECOND COMMERCIAL REGISTRY
CAPITAL DISTRICT

The undersigned:

CERTIFIED

That has confronted the constant static snapshot Certified Copy of twenty-two (22) folio (),
which is reproduced below, and that is true and accurate transfer of document registered under
number:

91 - CTAS, VOLUME 106-A-1978 SDO DATED: 14/11/1978.-

COR ESPONDIENTE A COMPANY: BAUMER Bave, Inc.

That and are embedded to File No.: 106008.

With check: Libertador municipality, 29 of October, two thousand twelve. CERTIFY, that also
Certified photostat copy was prepared in this office by the official: ALEXANDER RICHARD
GAMBOA Sivira.

Identity Card No.: V-13289168.

Person authorized by me to make it and myself each of the pages of this certification.

Second Commercial Registrar Assistant Attorney QUINTERO JOSE GREGORIO overflowed

Commercial Registrar of the Judicial
Federal District and Miranda State
His Office.

Resident in Caracas and holder of the identity card V-3548211 proceeding
As president of MANOVE A VENEZUELAN MANOMETERS, CA (Manoveca)

I come to you with due observance presented for the purposes of registration, registration
and publication-Statutory founding document of my client, for which it requested
issuing the corresponding certified copy.

I accompany to be added to the dossier submitted my ra carried by the Commercial Registry the
following Resolution document number NIE-AJ-173-78, dated September 19, 1978, which lies in
the record number 13,759, led by the Superintendence of Foreign Investments of the Ministry of
Finance, which will authorize the Mercantile Society Prairies RIVER HOLDING INC., you a
corporation organized gun laws of Canada, based in Montreal, Canada, to subscribe shares of
my client for an amount equal to forty-four percent (44%) of the capital.

Copy of the return of banking dep6sito which evidencia, Prairies River Holding Inc., boxed whole

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amount of eight hundred and eighty thousand bolivars (Bs 880.000 00)

Copy of special power conferred in Caracas Dr. Franklin Hoet-Linares to represent that company with the signing of the Charter of Incorporation, Bylaws.

Accompany departing to file the following documents:

Copy of resolution stack NIE-AJ-163-78, dated September 1978, for the administrative record 13.758, led by the Superintendence of Foreign Investments of the Ministry of Finance, according to which the Agency authorized the Company incorporated under the law of France and domiciled in the city of Vendome France Societe des Appareils Fabricaci6n Bourdon "(SFAB), to subscribe for shares representing five to subscribe shares representing five percent (5%) of the capital of my client percent (5%) of the capital of my client 100.000.00), minimum contribution required by the above re - solution.

Copy of special power conferred to Dr. Franklin Hoet Linares in the city of Paris, France on May 18, 1978, duly authenticated by the French authorities and by the Consulate General of the Republic of Venezuela, all with the aim that this Doctor Franklin Hoet Linares represent the foreign investor mentioned in the constitution of the company destined to enclose copies of the same record con - stances of corporate ratings issued by the Superintendence of Foreign Investments and the Bank Superintendence of Finance Ministry which respectively both qualify as domestic enterprises Imaveca, SA and the Credit Fiveca, SA, domestic investors constituci6n involved in this company, together subscribing shares representing fifty-one percent (51%) of the capital.

We Plaz Castillo Sunday, Venezuelan engineer, married, resident in Caracas and holder of the identity card number 3548211, proceeding as Director of the corporation domiciled in Caracas IMAVECA, SA; FRANKLIN HOET

LINARES, Venezuelan lawyer, married, resident in Caracas and holder of the identity card nSmoro 2143032, proceeding as Special Agent of the corporation incorporated under the provisions of the laws of Canada, Prairies RIVER HOLDING Inc., as Attorney Special company (incorporated under French law, domiciled in the city of Vendome Republic of France, Societe de

Fabricacian des Appareils Bourdon, according conferred the effect, and Francisco J. R. Faraco, vene anus economist, married, resident in Caracas and holder of the identity card NUMBER 742,857, proceeding as President of the corporation domiciled in Caracas FIVECA FINANCIAL COMPANY, SA, duly authorized by the Board of Directors of the Company as recorded in the minutes of its meeting of Updated September 29, 1978, declare: That our representatives have agreed to provide, and the effect they do hereby, a corporation Ann-lime shall be governed by the following statutory document - Constitutive-rio:

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ESTABLISHING STATUTORY DOCUMENT-

DE

VENEZUELAN MANOMETERS MANOVECA, C.A. ARTICLE ONE: The company will be named MANOVECA-MANOMETERS

TITLE

Name, address and duration

The company will be called Venezuelan Manometers, CA, and will have his home in the city of Caracas. My client can use to identify the term interchangeably Manoveca Manometers, CA or word Manoveca, followed by the letters SA, indicating that it is a corporation. The company will be registered in the city of Caracas, but may also establish offices, branches and agencies in the places determined by the Board, either in Venezuela, Colombia, Ecuador, Cuba, Santo Domingo, Netherlands Antilles, Guyana, Jamaica, Suriname, Barbados, Trinidad and Tobago, and the West Indies (West Indies).

ARTICLE TWO: The duration of the Company shall be ninety-nine (99) years from the date of this document has been registered in the register of Co trade. The period may be extended by agreement of the Shareholders.

PART II

Aims and Purposes

ARTICLE THREE: The Campania have the following order: the installation, construction and operation of industrial plants, particularly those aimed at the producciñ of Manometers, thermometers and other instruments of precision measurements, the acquisition for its exclusive use of movable and immovable property and, in general, any other activity of lawful commerce or industry directly related to the corporate purpose statement here.

PART III

Capital and Shares

ARTICLE FOUR: The company capital is two million three hundred thousand bolivars (Bs 2.300.000.00) divided into twenty three thousand (3.000) shares with a nominal value of one hundred Bolivares (Ps. 100.00) each. The shares shall be registered and may not be converted to bearer. The share capital may be increased or decreased as per circumstances require, according to the provisions established by the Trade C6digo force and other laws of the Republic. If agreed by increases and decreases, shareholders will have preferential rights to the new shares suscripciñ, in proportion to their holdings, or withstand the Same proporciñ reducciñ, as the case

ARTICLE FIVE.

1. The shares confer on their holders the same rights and each have one vote in the Assembly. The titles of action may include any number of them contain all the requirements of the Trade C6digo and signed by two (2) members of the Board. The shares are indivisible with respect to company, which recognizes only one owner per share.

2. Should each shareholder wishes to sell and (or) transfer, and (or) transfer, by any actions

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which owns a third party, shall offer to the remaining partners proportion to hold that the latter part of share capital of the company and if they want to acquire such shares, the price will be determined by the formula mentioned in section four;

In the event that a shareholder cannot exercise the right to legal prohibition emotive pre seen in the fourth article of this document tendril personally the right to point out the person who acquires the corresponding proportional shares, provided that such acquisition does not undermine the percentage share in the national capital of the company, and with the approval of the other shareholders ac.

4. SERD value calculated by the independent public accountants of Campania, appointed by the Board.

The V1 is the value of equity Company, acid stable based on the revalued net assets in accordance with the method adopted by the Board and in accordance with the principles GAAP. The V2 value is obtained by capitalization of 10% of the me - aritmética measure the results of the three years ended 61limos, net of depreciation techniques and theoretical tax on the income of the Campania. Calculation bases of depreciation techniques will be defined by the Board of Directive

5. The owner of the shares you want to sell and (or) assign, and (or) pass them, for any reason, must notify to the Board by registered Pointing to the number of shares you want to negotiate and form and payment terms, pointing out the interest rates and terms for payment. Once the Board receives notificaci6n and lids latest, within twenty (20) days, what will participate by registered letter to all shareholders of the company demds. Those interested, maximum within sixty (60) days from the notificaci6n must state, by registered letter addressed to the Board, their desire for it. Should not in shareholder interested in acquiring the shares and wish to sell (or) transfer, the owner will continue the same procedure for the relevant notification is made to the other shareholders, manifest so that if they exercise their right of first refusal and adquisici6n proportional, in the manner provided in this Article and, if only one shareholder wishes to acquire such shares, may do so freely, as long as they have complied with the requirements set in this article.

6 Tambi4n free will assignments or transfers of shares between shareholders, except in the price determinaci6n calculations that according to formula mentioned in paragraph 4. In any case it must participate in any assignment or transfer of actions to the Board.

In the event that sb owner of shares of the company shall have to, for whatever reason, pledge or grant any warranty on such shares must notify me by letter - certified to the Board, indicating the characteristics of the operations such as the name of the person who will receive the guarantee or pledge, conditions and stipulations of the negotiation, conditions for the release of the security, interest, terms and other conditions. This participation must be made by the shareholder to the Board for the purpose of 4sta, within twenty (20) days of such notification, the other shareholders participate in the company, so that, if any between them if interested in getting to the garment or cover in the arid reference to kindly state in writing, in letter to the Board, at the latest, within sixty (60) days of the notificaci6n. To the extent there is one to many stakeholders in this negotiation, the holder of the shares that would make the operation with someone other than shareholders, necessarily equal, making such operation with one or more

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other interested shareholders. The venta and (o) and assignment (or) transfer of shares of the company owned or guarantee, in any case, be previously authorized by the Board.

ARTICLE SIX: The cation, owned or warranty of the shares of the Company will be made by declaration in the Book of Shareholders signed by the transferor and the transferee or their representatives and three (3) members of the main Board. In case of death of an individual shareholder will be required to obtain the statement of the change of ownership in the Book of Shareholders and the share certificates, the presentation of these to the Board's departure and a defunción statement signed by all the heirs in inscripci6n requesting actions on behalf of one of them to appoint as sole owner. The company may also require, in the opinion of the Board, the filing of a legal justification to test the capacity of heir. If liquidaci6n, fusion, expiration of the term of a corporate shareholder, the successors must submit to the Board a certified copy of the corresponding inscripci6n in the commercial register, or other document that the Board deems necessary for the purpose of checking the quality of successors.

ARTICLE SEVEN: In case of loss, theft, - destrucci6n or deterioration of a title and provided that such acts were verifications two to the satisfaction of the Board, the Company shall issue a new title. Shareholders may be required to warranties that the Board deems appropriate.

PART III

Assemblies

ARTICLE EIGHT The Shareholders, whether ordinary or extraordinary, is the universality of the shareholders and their agreements limits within its powers under the law and this Charter-Statutory, are binding on all shareholders even if they have attended the meetings. Regular and Special Meetings of must Assembly convened by the Board, by notice published in a newspaper of the city of Caracas with thirty (30) days in advance, at least, to set for - celebrated clan, also, the Board convene the shareholders by cable or telex sent on the date of publication of the notice, return receipt requested, to the address supplied these effects to the Board by each shareholder. The Board must to convene the Assembly, within the terrain () a month if required by a number of shareholders representing one fifth (1/5) of the share capital, in accordance with the terms and conditions above expressed. All deliberaci6n on an object not expressed in the call will be null. Cum-pale were considered the requirement of the call and validly constituted the Assembly, be it ordinary or extraordinary, whether in their opportunity will celebration all shareholders present or represented pre therein

ARTICLE NINE: Shareholders who are unable personally attend the meetings of the Assemblies, may be represented at them through duly constituted agents. Members of the Board may be leaders of other shareholders in the Assemblies, but may not give their vote in the deliberations on the balance on your accounts administraci6n or in matters relating to their responsibility.

ARTICLE TEN: During the month of March of each year and on the day, Nora and site five Board will meet in Caracas Shareholders Assembly, which has, as the approval of the balance, appointment of the members of the Board and the Chief Commissioner and his Deputy, determine the remuneration which they shall accrue and any other matter that is expressly submitted. The Extraordinary meeting when it suits the interests of the company and the opportunities it is convened by the Board.

Eleventh article: For the validity of the agreements and decisions of Shareholders convened for

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the purposes stated in Article 280 of the Commercial Code, and shall be required favorable vote in the first or subsequent call of who represent eighty-five percent (85%) at least the capital. Any decision without meeting this majority, is void and of no effect. It will also require a quorum and most appropriate when dealing to discuss and decide on the election and removal of members of the Board.

ARTICLE TWELFTH: In the meetings of the Assembly the certified report containing the name of all attendees, can indicate the number of shares they own or represent agreements and decisions made. The act of signing the present. Copies of such minutes, once certified by the Secretary of the Company, if any, or the person designated for that purpose by the Assembly, will give full faith of their agreements and decisions.

TITLE IV

Administration

ARTICLE THIRTEEN: The administration and management of the company will be run by a Board of Directors composed of five (5) members named Directors, and an equal number of alternates called Alternate Directors, who shall be elected by the Ordinary Shareholders and will an Aryan in the exercise of his office or until their successors take up their positions: The member elected first as principal, occupied the office of President of the company, and the second-elected as vice president.

ARTICLE FOURTEEN: The directors shall be appointed by the Assembly only to proposition of the Shareholders in the manner indicated below. Ownership of more than twenty-five percent (25%) of the shares of the company by a single person or entity, give the right to propose, in the respective Assembly, two (2) candidates for Directors. In case of death, permanent disability, or resignation of a member of the Board, will convene a Special Meeting of the object can fill the vacancy. Any member of the Board may be removed from office by the Shareholders who shall be responsible, at this case, the appointment of a new member.

Article Fifteen: A member of the Board, starting an in the exercise of its functions should a tar deposited in the Social Fund one (1) share of the Company, for the purposes stated in Article 244 of the Code of Trade.

ARTICLE SIXTEEN: The meetings of the Board shall be convened by the President or his Deputy, as many times as necessary, can twenty (20) days of anticipación least notificaci6n and by telegram, cablegram or telex members Board, sent to the last address notified to each member society.

ARTICLE SEVENTEEN: For the validity of the agreements and decisions of the Board, and shall be required affirmative vote of four (4) members.

ARTICLE EIGHTEEN: The Board shall have powers to the Company's management, and in special -, conferred upon the following:

1. Acquire, dispose of and encumber all kinds of movable and immovable property;
2. Celebrate leases, lease, work, work, transportation, insurance, and any other contract depósito that, in his opinion, may be convenient for company, including subscription autorizaci6n and contracts between the company and its shareholders;
3. Subscribe or acquire, by any means, actions and obligations of other companies or otherwise participate in them;
4. Give or borrow money, or cannot guarantee and replace or receive real and personal GUARANTEES judge, convenient;

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5. Draw, accept, endorse, discount and endorse bills of exchange, promissory notes and demands debt obligations;

6. Open, mobilize and closing bank accounts, or can provision discovered to fund or otherwise, issue and endorse checks received by the company;

7. Freely appoint and remove officers, managers and lessees - man, fijndoles its obligations, powers and remuneration -;

Constitute attorneys, powers can empower them to agree, compromise, compromise law on arbitrators or arbitrators; make bids on foreclosures and any other faculty administraci6n disposition or that the Board deems appropriate, finance and investments needed to the best performance, the corporate purpose;

11. Agree to open special accounts affected or rein - versions of utilities and set the annual amount to reinvest

12. Decide on the payment of unpaid dues social capital, in case the same is increased.

This enumerate of attributes is not restrictive and, therefore, does not limit the powers of the Board, which would have all those powers not expressly conferred on the attributions Assembly or the Commissioner by this document or by the Act Board shall exercise this authority by the Chairman and other Directors and (or) officers of the Company, in accordance with the provisions of this document.

Article Nineteen: The Board shall also have the following obligations:

a) To keep the books of the company in the form prescribed by the Commercial Code;

b) To convene the Ordinary or Extraordinary Ac - shareholders, in the manner provided in this document;

c) Determine how they have to use reserve funds;

d) Develop a summary statement of the active and passive situation of the company and made available by Commissioner every six (6) months, as stipulated in Article 265 of the Trade C6digo,

e) Prepare an annual balance sheet and and-loss account, after inventory and deliver to the Commissioner, at least one month before the date fixed for the Assembly take effect has dis

8. Agree on the payment of dividends to shareholders as per the provisions of Article 29 of this document;

9. Determining policies regarding production, marketing, discuss. These financial statements, together with the Report of the Commissioner shall be the order of the shareholders, at least fifteen (15) days of the date anticipaci6n Assembly;

f) Submit to the Ordinary for discusi6n, approval or modification, the Balance Sheet and the Profit and Loss report accompanied by the Commissioner;

g) Hiring a CPA firm practicing independent on their profession, so that real license annually an audit and general accounting administration of the company;

h) In general, comply with or enforce the agreements of the Assemblies, the provisions of this document, the Code of Commerce and other laws of the Republic of Venezuela.

ARTICLE TWENTY: You raise a record of all meetings of the Board, which shall be signed by all who attended the meeting. Copies of such minutes, once certified by the Secretary of the Company, if any, or by the member of the Board that, in each case designate, will make its full faith agreements and decisions.

TITLE V

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Judicial Standards Representation

ARTICLE TWENTY ONE: the legal representative of the company SERD exclusively exercised by the Representative Judicial - elected by the stockholders at the same opportunity to elect the Board of Directors which will last one (1) year in the exercise of their functions. Judicial Representative may try and answer all kinds of claims, counterclaims and exceptions cited give: formulate and sworn interrogatories; receive amounts of money and give the correctiveness teeth receipts and settlements; exert all kinds of resources including ordinary and extraordinary that of casación. The Judicial Representative mentioned is the only person authorized to answer Interrogatories sworn before the courts of the Republic or to the appropriate administrative bodies on behalf of the Company. The Assembly also will choose a same Judicial Alternate Representative to meet the absolute absence of Judicial Representative in which case you will have the same powers as this. The Board is empowered to appoint other attorneys as may be desirable in the interests of the company, fixing their faculties.

TITLE VI

Of Officials

ARTICLE TWENTY SECOND: The Board podrá appoint where deemed appropriate, a technical manager, a marketing manager, an administrative manager, a Secretary, a Treasurer and other officials, none of whom shall be a member of the Board. Such officers shall have the powers, duties and fix them remuneration Board. Vacancies occurring among the officers of the Corporation shall be filled by the Board.

Article Twenty-Three: The President of the Company shall be the representative of this court and the executive órgano Board and have fulfill their agreements and decisions.

The temporary absence of the President shall be filled by the Vice President. In absolute absence of the President is to convene an Extraordinary Shareholders, within thirty (30) days after the occurrence of the event that caused the complete absence of the President, to appoint a replacement.

ARTICLE TWENTY FOUR: The Vice President, in addition to its functions as a member of the Board and Deputy President, exercise such as may be assigned by the State Board.

ARTICLE TWENTY FIFTH: The Secretary, Treasurer and such other officers elected by the Board, shall have the powers and perform the duties she instructed.

ARTICLE TWENTY SIXTH: The powers conferred on a particular official, including the President conferred, may be delegated by the Board to exercise jointly or separately, to one of its members or other officer, to the extent and for the time determine.

TITLE VII

Commissioner

ARTICLE TWENTY SEVENTH: The Company shall have one (1) Chief Commissioner to have an alternate, with their responsibilities indicated by law. Appointed by the Ordinary Shareholders and will last one (1) year in the performance of its functions or until their successors have turned up their positions.

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TITLE VIII

The duration of the fiscal year

Distribution and Utilities

Article Twenty-Eight: Exercise economics company's annual commence on LRO.

January and end on December 31 of each year.

Article Twenty Nine: Profit after deducting overhead costs including operation and participation of employees it is distribution as well: 1) aside the amount necessary to form a general reserve fund, in accordance with the Act, 2) will go to two percent (2%) of the profits to the President, the three percent (3%) of them will be distributed among the remaining members of the Board, and 3) the remaining which has to be allocated to constitution reserves and (or) special accounts reinvestment and (o) are used to pay dividends in the opinion of the Board, not less than six percent (6%) in the event that it possible, calculated the percentage of the paid capital plus reserves and retained earnings. This dividend may be distributed only when losses have been written off in which the company may incur. In ning5n circumstances may declare the dividend for the first two years of the company acon6micos.

Dissolution and Liquidation

ARTICLE THIRTY: The Company may dissolve before expiration time of its duration, for any of the reasons listed in the Commercial Code.

ARTICLE THIRTY FIRST: The Assembly decided by the liquidation named, by majority vote, one or more liquidators and determine their powers as well as the rules under which it has carried out the liquidation. If the Assembly determines not the powers of the liquidators, these will be those prescribed by the Commercial Code.

ARTICLE THIRTY SECOND: The proceeds of the liquidation, - duccic6n made social liabilities and expenses she will be distributed among the shareholders in proportion to the number and n6-paid value of their respective shares.

TITLE X

Final and Transitional Provisions

ARTICLE THIRTY-THREE: In everything that is not expressly provided for herein, the provisions of the Commercial Code.

ARTICLE THIRTY FOURTH: The first financial year of the Company, will begin the day of its registration every December 31, 1978.

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PAUL HANSEN, FLORIDA

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ARTICLE THIRTY-FIFTH: The Board is composed of the following persons

<u>ACCIONISTA</u>	<u>ACCIONES</u>		<u>CAPITAL SUSCRITO</u>		<u>CAPITAL PAGADO.</u>
Imaveca, S.A.	10.580	Bs.	1.058.000.	Bs.	D20.000.00
Prairies River Holding Inc.	10.120	Bs.	1.012.000.	Bs.	880.000.00
Société de Fabrication Des Appareils					
Bourdon	1.150	Bs.	115.000.	Bs.	100.000.00
Sociedad Financiera Fiveca, S.A.	1.150	Bs.	115.000	Bs.	100.000.00

Alternate Directors

Jose Luis Ravenga G.
Luis Wannoni Dupouy
Jean Tardif

Franklin Host Lineras
Alejandro G. Lara A.

Managing Directors

Domingo Plas Castillo
Manuel V. Mendez Marciano
Robert Mulet

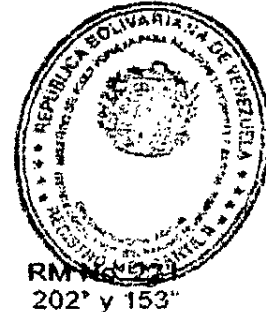
Pierre Carlier
Francisco J. Faraco R.

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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
DISTRITO CAPITAL**

Quien suscribe:

C E R T I F I C A

Que se ha confrontado la **Copia Certificada Fotostática** constante de **veintidós (22)** folio(s), que a continuación se reproducen, y que es traslado fiel y exacto del Documento inscrito bajo el Número:

91 - ACTAS, TOMO 106-A-1978 SDO., DE FECHA: 14/11/1978.-

CORRESPONDIENTE A LA EMPRESA: BAUMER BAVE, S.A.

Que se encuentran insertos al Expediente N°: **106008.**

Con fecha: **MUNICIPIO LIBERTADOR, 29 DE OCTUBRE DEL AÑO DOS MIL DOCE.**

CERTIFICA, igualmente que esta **Copia Certificada Fotostática** ha sido elaborada en esta oficina por el funcionario: **RICHARD ALEXANDER GAMBOA SIVIRA.**

Con Cédula de Identidad N°: **V-13.289.168.**

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

Registrador Mercantil Segundo Auxiliar
Abogado JOSÉ GREGORIO QUINTERO REBOSO



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Recibido: 9-11-78

15 NOV 1978

M-77 N° 3846

Ciudadano

Registrador Mercantil de la Circunscripción

Judicial del Distrito Federal y Estado Miranda

Su Despacho.

Yo, DOMINGO PLAZ CASTILLO, venezolano, ingeniero, casado, domiciliado en Caracas y titular de la cédula de identidad número 548211, procediendo como Presidente de MANOVECA MANOMETROS VENEZOLANOS, C.A. (Manoveca), ante usted con el debido acatamiento acurro para exponer:

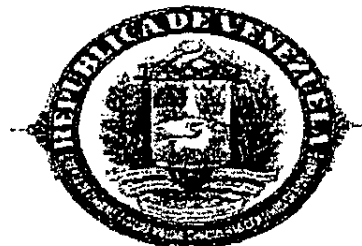
1. Presento a los fines de su inscripción, registro y publicación el Documento Constitutivo-Estatutario de mi representada, para lo cual solicito la expedición de la correspondiente copia certificada.

2. Acompaño a fin de que sean agregados al expediente de mi representada llevada por el Registro Mercantil los siguiente documentos:

- a) Resolución número NIE-AJ-173-78, fechada el 19 de septiembre de 1978, que reposa en el expediente número 13.759, llevado por la Superintendencia de Inversiones Extranjeras del Ministerio de Hacienda, en la cual se autorizó a la Sociedad Mercantil PRAIRIES RIVER HOLDING INC., sociedad constituida según las leyes de Canadá, domiciliada en Montreal, Canadá, para que suscriba acciones de mi representada por un monto equivalente al cuarenta y cuatro por ciento (44%) del capital social.
- b) Copia de la planilla de depósito bancario de la cual se evidencia que, Prairies River Holding Inc., enteró en caja la cantidad de ochocientos ochenta mil bolívares (Bs. 880.000.00), de acuerdo con lo dispuesto en la Resolución anteriormente referida.

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5. Copia de la planilla de depósito bancario de las cuales se evidencian los aportes hechos por los accionistas venezolanos a cuenta de sus respectivas suscripciones.

Caracas, de octubre de 1978.

Donnerstag

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-12-1991

REGISTRO MERCANTIL PRIMERO DE LA CIRCUNSCRIPCION
JUDICIAL DEL D.T.O. FEDERAL Y EDO. MIRANDA

Arucas, 14/ NOVIEMBRE de NOVIEMBRE
 años Setenta y ocho. 1698 y 1702

de la anterior participación. Cumplidos como han sido los
inscribirse en el Registro Mercantil junto con el documento
y publíquese el asiento respectivo; fórmese el expediente
archivase original junto con el ejemplar de los Estatutos
recomendados. Expedise la copia de publicación. El auto
ado por **Dr. Gustavo J. Reyna**

Comercio bajo el No. 91 Tomo 106-A
Pagados Bs. 2,605 (Eztp) según Planilla No. 05001

Identificación se efectuó en: Domingo Plaz Castillo con C.I. N.º 35489 La inscripción fue hecha por

Carlota Reyes

~~31~~ ~~Register der~~ ~~Marine~~ ~~1911~~ ~~1912~~ ~~1913~~ ~~1914~~ ~~1915~~ ~~1916~~ ~~1917~~ ~~1918~~ ~~1919~~ ~~1920~~ ~~1921~~ ~~1922~~ ~~1923~~ ~~1924~~ ~~1925~~ ~~1926~~ ~~1927~~ ~~1928~~ ~~1929~~ ~~1930~~ ~~1931~~ ~~1932~~ ~~1933~~ ~~1934~~ ~~1935~~ ~~1936~~ ~~1937~~ ~~1938~~ ~~1939~~ ~~1940~~ ~~1941~~ ~~1942~~ ~~1943~~ ~~1944~~ ~~1945~~ ~~1946~~ ~~1947~~ ~~1948~~ ~~1949~~ ~~1950~~ ~~1951~~ ~~1952~~ ~~1953~~ ~~1954~~ ~~1955~~ ~~1956~~ ~~1957~~ ~~1958~~ ~~1959~~ ~~1960~~ ~~1961~~ ~~1962~~ ~~1963~~ ~~1964~~ ~~1965~~ ~~1966~~ ~~1967~~ ~~1968~~ ~~1969~~ ~~1970~~ ~~1971~~ ~~1972~~ ~~1973~~ ~~1974~~ ~~1975~~ ~~1976~~ ~~1977~~ ~~1978~~ ~~1979~~ ~~1980~~ ~~1981~~ ~~1982~~ ~~1983~~ ~~1984~~ ~~1985~~ ~~1986~~ ~~1987~~ ~~1988~~ ~~1989~~ ~~1990~~ ~~1991~~ ~~1992~~ ~~1993~~ ~~1994~~ ~~1995~~ ~~1996~~ ~~1997~~ ~~1998~~ ~~1999~~ ~~2000~~ ~~2001~~ ~~2002~~ ~~2003~~ ~~2004~~ ~~2005~~ ~~2006~~ ~~2007~~ ~~2008~~ ~~2009~~ ~~2010~~ ~~2011~~ ~~2012~~ ~~2013~~ ~~2014~~ ~~2015~~ ~~2016~~ ~~2017~~ ~~2018~~ ~~2019~~ ~~2020~~ ~~2021~~ ~~2022~~ ~~2023~~ ~~2024~~ ~~2025~~ ~~2026~~ ~~2027~~ ~~2028~~ ~~2029~~ ~~2030~~ ~~2031~~ ~~2032~~ ~~2033~~ ~~2034~~ ~~2035~~ ~~2036~~ ~~2037~~ ~~2038~~ ~~2039~~ ~~2040~~ ~~2041~~ ~~2042~~ ~~2043~~ ~~2044~~ ~~2045~~ ~~2046~~ ~~2047~~ ~~2048~~ ~~2049~~ ~~2050~~ ~~2051~~ ~~2052~~ ~~2053~~ ~~2054~~ ~~2055~~ ~~2056~~ ~~2057~~ ~~2058~~ ~~2059~~ ~~2060~~ ~~2061~~ ~~2062~~ ~~2063~~ ~~2064~~ ~~2065~~ ~~2066~~ ~~2067~~ ~~2068~~ ~~2069~~ ~~2070~~ ~~2071~~ ~~2072~~ ~~2073~~ ~~2074~~ ~~2075~~ ~~2076~~ ~~2077~~ ~~2078~~ ~~2079~~ ~~2080~~ ~~2081~~ ~~2082~~ ~~2083~~ ~~2084~~ ~~2085~~ ~~2086~~ ~~2087~~ ~~2088~~ ~~2089~~ ~~2090~~ ~~2091~~ ~~2092~~ ~~2093~~ ~~2094~~ ~~2095~~ ~~2096~~ ~~2097~~ ~~2098~~ ~~2099~~ ~~2100~~ ~~2101~~ ~~2102~~ ~~2103~~ ~~2104~~ ~~2105~~ ~~2106~~ ~~2107~~ ~~2108~~ ~~2109~~ ~~2110~~ ~~2111~~ ~~2112~~ ~~2113~~ ~~2114~~ ~~2115~~ ~~2116~~ ~~2117~~ ~~2118~~ ~~2119~~ ~~2120~~ ~~2121~~ ~~2122~~ ~~2123~~ ~~2124~~ ~~2125~~ ~~2126~~ ~~2127~~ ~~2128~~ ~~2129~~ ~~2130~~ ~~2131~~ ~~2132~~ ~~2133~~ ~~2134~~ ~~2135~~ ~~2136~~ ~~2137~~ ~~2138~~ ~~2139~~ ~~2140~~ ~~2141~~ ~~2142~~ ~~2143~~ ~~2144~~ ~~2145~~ ~~2146~~ ~~2147~~ ~~2148~~ ~~2149~~ ~~2150~~ ~~2151~~ ~~2152~~ ~~2153~~ ~~2154~~ ~~2155~~ ~~2156~~ ~~2157~~ ~~2158~~ ~~2159~~ ~~2160~~ ~~2161~~ ~~2162~~ ~~2163~~ ~~2164~~ ~~2165~~ ~~2166~~ ~~2167~~ ~~2168~~ ~~2169~~ ~~2170~~ ~~2171~~ ~~2172~~ ~~2173~~ ~~2174~~ ~~2175~~ ~~2176~~ ~~2177~~ ~~2178~~ ~~2179~~ ~~2180~~ ~~2181~~ ~~2182~~ ~~2183~~ ~~2184~~ ~~2185~~ ~~2186~~ ~~2187~~ ~~2188~~ ~~2189~~ ~~2190~~ ~~2191~~ ~~2192~~ ~~2193~~ ~~2194~~ ~~2195~~ ~~2196~~ ~~2197~~ ~~2198~~ ~~2199~~ ~~2200~~ ~~2201~~ ~~2202~~ ~~2203~~ ~~2204~~ ~~2205~~ ~~2206~~ ~~2207~~ ~~2208~~ ~~2209~~ ~~2210~~ ~~2211~~ ~~2212~~ ~~2213~~ ~~2214~~ ~~2215~~ ~~2216~~ ~~2217~~ ~~2218~~ ~~2219~~ ~~2220~~ ~~2221~~ ~~2222~~ ~~2223~~ ~~2224~~ ~~2225~~ ~~2226~~ ~~2227~~ ~~2228~~ ~~2229~~ ~~2230~~ ~~2231~~ ~~2232~~ ~~2233~~ ~~2234~~ ~~2235~~ ~~2236~~ ~~2237~~ ~~2238~~ ~~2239~~ ~~2240~~ ~~2241~~ ~~2242~~ ~~2243~~ ~~2244~~ ~~2245~~ ~~2246~~ ~~2247~~ ~~2248~~ ~~2249~~ ~~2250~~ ~~2251~~ ~~2252~~ ~~2253~~ ~~2254~~ ~~2255~~ ~~2256~~ ~~2257~~ ~~2258~~ ~~2259~~ ~~2260~~ ~~2261~~ ~~2262~~ ~~2263~~ ~~2264~~ ~~2265~~ ~~2266~~ ~~2267~~ ~~2268~~ ~~2269~~ ~~2270~~ ~~2271~~ ~~2272~~ ~~2273~~ ~~2274~~ ~~2275~~ ~~2276~~ ~~2277~~ ~~2278~~ ~~2279~~ ~~2280~~ ~~2281~~ ~~2282~~ ~~2283~~ ~~2284~~ ~~2285~~ ~~2286~~ ~~2287~~ ~~2288~~ ~~2289~~ ~~2290~~ ~~2291~~ ~~2292~~ ~~2293~~ ~~2294~~ ~~2295~~ ~~2296~~ ~~2297~~ ~~2298~~ ~~2299~~ ~~2300~~ ~~2301~~ ~~2302~~ ~~2303~~ ~~2304~~ ~~2305~~ ~~2306~~ ~~2307~~ ~~2308~~ ~~2309~~ ~~2310~~ ~~2311~~ ~~2312~~ ~~2313~~ ~~2314~~ ~~2315~~ ~~2316~~ ~~2317~~ <

Presentó Certificado de Solvencia del Impuesto Sobre la Renta Nos.
0810801314.. 390626.

Present6 SIEX N2 9923.

Nosotros, Domingo Plaz Castillo, venezolano, ingeniero, casado, domiciliado en Caracas y titular de la cédula de identidad número 3548211, procediendo como Director de la sociedad mercantil domiciliada en Caracas IMAVECA, S.A.; FRANKLIN HOET LINARES, venezolano, abogado, casado, domiciliado en Caracas y titular de la cédula de identidad número 2143032, procediendo como Apoderado Especial de la sociedad mercantil constituida de acuerdo con lo establecido en las Leyes del Canadá, PRAIRIES RIVER HOLDING Inc., y como Apoderado Especial de la sociedad constituida de conformidad con las leyes francesas, domiciliada en la Ciudad de Vendome República de Francia, "Société de Fabricación des Appareils Bourdon", según mandatos especialmente conferidos al efecto; y FRANCISCO J. PARACO R., venezolano, economista, casado, domiciliado en Caracas y titular de la cédula de identidad número 742857, procediendo como Presidente de la sociedad mercantil domiciliada en Caracas SOCIEDAD FINANCIERA FIVECA, S.A., debidamente autorizado por la Junta Directiva de dicha Compañía según consta del Acta de su reunión del día 29 de septiembre de 1978, declaramos: Que nuestras representadas han convenido en constituir, como al efecto lo hacen por el presente documento, una Sociedad Mercantil Anónima que se registrará por el siguiente Documento Constitutivo-Estatutario:

DOCUMENTO CONSTITUTIVO-ESTATUTARIO
DE
MANOVECA MANOMETROS VENEZOLANOS, C.A.

TITULO I

Nombre, Domicilio y Duración

ARTICULO PRIMERO: La Compañía se denominará MANOVECA-MANOMETROS

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VENEZOLANOS, C.A. (Manoveca), y tendrá su domicilio en la ciudad de Caracas. Mi representada podrá utilizar para su identificación indistintamente la expresión Manoveca Manómetros Venezolanos, C.A. o la palabra Manoveca, seguida de las letras S.A., indicativas de que se trata de una Sociedad Anónima. La Compañía tendrá su domicilio en la ciudad de Caracas, pero podrá además establecer oficinas, sucursales y agencias en los lugares que determine la Junta Directiva, ya sea en Venezuela, Colombia, Ecuador, Cuba, Santo Domingo, Antillas Neerlandesas, Guyana, Jamaica, Surinam, Barbados, Trinidad y Tobago, e Indias Occidentales (West Indies).

ARTICULO SEGUNDO: La duración de la Compañía será de noventa y nueve (99) años, contados a partir de la fecha en que se haya registrado este Documento en el correspondiente Registro de Comercio. La duración podrá ser prorrogada por acuerdo de Asamblea de Accionistas.

TITULO II

Fines y Propósitos

ARTICULO TERCERO: La Compañía tendrá el siguiente objeto: La instalación, construcción y operación de plantas industriales, particularmente aquellas destinadas a la producción de manómetros, termómetros y otros instrumentos de medidas de precisión; la adquisición para su uso exclusivo de bienes muebles e inmuebles y, en general, cualquier otra actividad de lícito comercio o industria directamente relacionada con el objeto social aquí enunciado.

TITULO III

Capital y Acciones

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ARTICULO CUARTO: El capital de la compañía es de dos millones trescientos mil bolívares (Bs. 2.300.000.00) dividido en veintitres mil (23.000) acciones, con un valor nominal de cien bolívares (Bs. 100.00) cada una. Las acciones serán nominativas y no podrán ser convertidas al portador. El capital social podrá ser aumentado o reducido según lo exijan las circunstancias, de acuerdo a lo pautado por el Código de Comercio vigente y demás leyes de la República. Si se acordaren aumentos y reducciones, los accionistas tendrán un derecho preferente para la suscripción de las nuevas acciones, en proporción a las que posean, o bien soportarán la reducción en la misma proporción, según el caso.

ARTICULO QUINTO:

1. Las acciones conferirán a sus tenedores iguales derechos y cada una de ellas tendrá un voto en las Asambleas. Los títulos de acciones podrán comprender un número cualquiera de ellas, deberán contener los requisitos exigidos por el Código de Comercio y serán firmados por dos (2) miembros de la Junta Directiva. Las acciones serán indivisibles con respecto a la compañía, la cual reconocerá solamente un propietario por cada acción.
2. En caso de que algún accionista desee vender y(o) ceder, y(o) traspasar, por cualquier título las acciones de las cuales sea propietario a un tercero, deberá ofrecerlas a los restantes socios en proporción a la parte que estos últimos detentan del capital social de la compañía y si éstos desean adquirir dichas acciones, el precio estará determinado por la fórmula mencionada en el numeral cuatro;
3. En caso de que alguno de los accionistas no pueda ejercer por prohibición legal el derecho preferente de suscripción previsto en el Artículo Cuarto de este documento en forma personal,

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tendrá el derecho de señalar la persona que adquiriera las acciones que proporcionalmente le correspondan, siempre que dicha adquisición no menoscabe la participación porcentual nacional en el capital de la compañía, y cuente con la aprobación de los otros accionistas.

4. El valor será calculado por los Contadores Públicos Independientes de la Compañía, designados por la Junta Directiva con aplicación de la siguiente fórmula:

$$V = 0.38V1 + 0.62V2$$

El valor V1 es el valor patrimonial de la Compañía, establecido en base a los activos netos revaluados de conformidad con el método que adopte la Junta Directiva y de acuerdo a los principios contables generalmente aceptados.

El valor V2 se obtiene por capitalización al 10% de la medida aritmética de los resultados de los tres últimos ejercicios cerrados, deducidas las amortizaciones técnicas y el Impuesto teórico sobre la Renta de la Compañía. Las bases de cálculo de las amortizaciones técnicas serán definidas por la Junta Directiva.

5. El propietario de las acciones que desee venderlas y/o cederlas y/o traspasarlas; por cualquier motivo, deberá notificarlo a la Junta Directiva mediante carta certificada señalando el número de acciones que desee negociar y la forma y condiciones de pago, señalando intereses y plazos para dicho pago. Una vez que la Junta Directiva reciba la notificación y, a más tardar, dentro de los veinte (20) días siguientes, lo deberá participar por carta certificada a todos los demás accionistas de la compañía. Los interesados, en un plazo máximo de sesenta (60)

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días contados a partir de la notificación, deberán manifestar, mediante carta certificada dirigida a la Junta Directiva, su deseo al respecto. En caso que algún accionista no estuviera interesado en adquirir las acciones que se deseen vender y(o) traspasar, su propietario seguirá el mismo procedimiento para que la notificación pertinente sea efectuada a los otros accionistas, a fin de que manifiesten si ejercen su derecho preferente y proporcional de adquisición, en la misma forma prevista en este Artículo y, en caso de que sólo un accionista desee adquirir dichas acciones, podrán hacerlo libremente, siempre y cuando se hayan respetado los requisitos establecidos en este Artículo.

6. Serán también libres las cesiones o traspasos de acciones entre accionistas, salvo en la determinación del precio que se calculará de acuerdo con la fórmula mencionada en el numeral 4. En todo caso se deberá participar toda cesión o traspaso de acciones a la Junta Directiva.

7. En el caso de que algún propietario de acciones de la compañía tuviere que, por cualquier motivo, otorgar prenda o cualquier tipo de garantía sobre dichas acciones, deberá notificarlo mediante carta certificada a la Junta Directiva, indicando las características de la operación, tales como nombre de la persona que va a recibir la garantía o prenda, condiciones y estipulaciones de la negociación, condiciones requeridas para la liberación de la garantía, intereses, plazos y demás condiciones. Esta participación debe hacerla el accionista a la Junta Directiva con el propósito de que ésta, dentro de los veinte (20) días siguientes a tal notificación, lo participe a los demás accionistas de la compañía, a fin de que, si hubiere entre ellos algún interesado en obtener para sí la prenda o garantía en las condiciones refe-

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ridas, se sirva manifestarlo por escrito, en carta certificada, a la Junta Directiva, a más tardar, dentro de los sesenta (60) días siguientes a la notificación. Para el caso de que hubiere uno o varios interesados en esta negociación, el titular de las acciones que iba a realizar la operación con persona distinta de los accionistas, deberá forzosamente, en igualdad de condiciones, efectuar dicha operación con el otro u otros accionistas interesados. La venta y(o) cesión y(o) traspaso de acciones de la compañía, en propiedad o en garantía, deberá, en todo caso, ser autorizada previamente por la Junta Directiva. Serán nulos y sin efecto alguno, respecto de la compañía, cualesquiera venta y(o) cesiones y(o) traspasos, aún por causa de garantía, que se hubieren efectuado sin tal aprobación previa.

ARTICULO SEXTO: La cesión, en propiedad o en garantía de acciones de la compañía, será hecha por medio de declaración en el Libro de Accionistas firmada por el cedente y por el cesionario o sus apoderados y por tres (3) miembros principales de la Junta Directiva. En caso de muerte de un accionista persona natural se requerirá, para obtener la declaración del cambio de propiedad en el Libro de Accionistas y en los títulos de las acciones, la presentación de éstos a la Junta Directiva, de la partida de defunción y de una declaración firmada por todos los herederos en la que soliciten la inscripción de las acciones a nombre de uno de ellos que designarán como único dueño. La compañía podrá igualmente exigir, a juicio de la Junta Directiva, la presentación de un justificativo judicial para comprobar la cualidad de heredero. En caso de liquidación, fusión, expiración del término de una sociedad accionista, los causahabientes deberán presentar a la Junta Directiva una copia

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certificada de la inscripción correspondiente en el Registro Mercantil, o cualquier otro documento que la Junta Directiva estime necesario a los fines de comprobar la cualidad de causahabientes.

ARTICULO SEPTIMO: En caso de pérdida, robo, destrucción o deterioro de un título y siempre que esos hechos fueren comprobados a satisfacción de la Junta Directiva, la compañía procederá a la emisión de un nuevo título. Podrá exigírsele al accionista las garantías que la Junta Directiva estime convenientes.

TITULO III

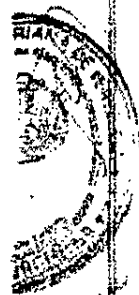
De las Asambleas

ARTICULO OCTAVO: La Asamblea de Accionistas, sea Ordinaria o Extraordinaria, representa la universalidad de los accionistas y sus acuerdos, dentro de los límites de sus facultades, según la Ley y este Documento Constitutivo-Estatutario, son obligatorios para todos los accionistas aun cuando no hayan concurrido a las reuniones. Las reuniones Ordinarias y Extraordinarias de la Asamblea serán convocadas por la Junta Directiva, por aviso publicado en un diario de la ciudad de Caracas con treinta (30) días de anticipación, por lo menos, al fijado para su celebración. Además, la Junta Directiva convocará a los accionistas mediante cablegrama o télex dirigido en la misma fecha de la publicación de la convocatoria, con aviso de recibo, a la última dirección comunicada a estos efectos a la Junta Directiva por cada accionista. La Junta Directiva deberá convocar extraordinariamente a la Asamblea, dentro del término de un mes si lo exige un número de accionistas que represente una quinta (1/5) parte del capital social, y de acuerdo con los términos y con-

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diciones arriba expresados. Toda deliberación sobre un objeto no expresado en la convocatoria será nula. Se considerará cumplido el requisito de la convocatoria y válidamente constituida la Asamblea, sea esta ordinaria o extraordinaria, si en la oportunidad de su celebración todos los accionistas estuvieren presentes o representados en ella.

ARTICULO NOVENO: Los accionistas que no pudieren concurrir personalmente a las reuniones de las Asambleas, podrán ser representados en ellas mediante mandatarios debidamente constituidos. Los miembros de la Junta Directiva podrán ser mandatarios de otros accionistas en las Asambleas, pero no podrán dar su voto en las deliberaciones sobre el Balance, sobre las cuentas de su administración o en los asuntos relativos a su responsabilidad.

ARTICULO DECIMO: En el curso del mes de marzo de cada año y en el día, hora y sitio que fije la Junta Directiva, se reunirá en la ciudad de Caracas la Asamblea Ordinaria de Accionistas, la que tendrá como atribuciones la aprobación del balance, el nombramiento de los miembros de la Junta Directiva y del Comisario Principal y su Suplente, determinar la remuneración que éstos deban devengar y cualquier otro asunto que le sea expresamente sometido. La Asamblea Extraordinaria se reunirá cuando convenga a los intereses de la compañía y en las oportunidades en que sea convocada por la Junta Directiva.

ARTICULO DECIMO PRIMERO: Para la validez de los acuerdos y decisiones de las Asambleas de Accionistas, convocadas para los fines indicados en el artículo 280 del Código de Comercio, se requerirá la presencia y el voto favorable, en primera o ulterior

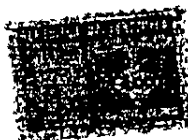
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convocatoria, de quienes representen el ochenta y cinco por ciento (85%) por lo menos del capital social. Cualquier decisión adoptada sin reunir la mayoría indicada, se considerará nula y sin ningún efecto. También se requerirá el quorum y la mayoría indicadas cuando se trate de discutir y resolver sobre la elección y remoción de los miembros de la Junta Directiva.

ARTICULO DECIMO SEGUNDO: De las reuniones de la Asamblea se levantará acta que contendrá el nombre de todos los asistentes, con indicación del número de acciones que posean o representen y los acuerdos y decisiones que hayan tomado. El acta la firmarán los presentes. Las copias de dichas actas, una vez certificadas por el Secretario de la Compañía, si lo hubiere, o por la persona que a ese fin designe la Asamblea, harán plena fé de sus acuerdos y decisiones.

TITULO IV

De la Administración

ARTICULO DECIMO TERCERO: La administración y dirección de la compañía estarán a cargo de una Junta Directiva compuesta de cinco (5) miembros denominados Directores, e igual número de suplentes denominados Directores Suplentes, quienes serán elegidos por la Asamblea Ordinaria de Accionistas y durarán un año en el ejercicio de sus funciones o hasta que sus sucesores tomen posesión de sus cargos. El elegido de primero como miembro principal, ocupará el cargo de Presidente de la compañía, y el elegido de segundo el de Vicepresidente.

ARTICULO DECIMO CUARTO: Los Directores serán designados por la Asamblea Únicamente a proposición de los Accionistas en la forma

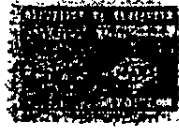
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que a continuación se indica. La propiedad de más del veinte y cinco por ciento (25%) de las acciones de la compañía por parte de una sola persona natural o jurídica, dará derecho a proponer, en la respectiva Asamblea, dos (2) candidatos para Directores. En caso de muerte, incapacidad permanente o renuncia de un miembro de la Junta Directiva, se convocará una Asamblea Extraordinaria con el objeto de llenar el puesto vacante. Todo miembro de la Junta Directiva podrá ser removido de su cargo por la Asamblea de Accionistas a quien corresponderá, llegado este caso, el nombramiento de un nuevo miembro.

ARTICULO DECIMO QUINTO: Todo miembro de la Junta Directiva, antes de comenzar en el ejercicio de sus funciones deberá depositar en la Caja Social una (1) acción de la compañía, a los fines previstos en el Artículo 244 del Código de Comercio.

ARTICULO DECIMO SEXTO: Las reuniones de la Junta Directiva serán convocadas por el Presidente o su Suplente, tantas veces como sea necesario, con veinte (20) días de anticipación por lo menos, y mediante notificación por telegrama, cablegrama o télex a los miembros de la Junta, enviado a la última dirección comunicada a la sociedad por cada miembro.

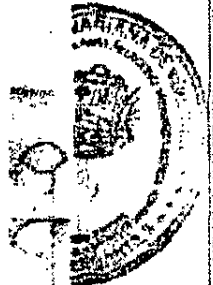
ARTICULO DECIMO SEPTIMO: Para la validez de los acuerdos y decisiones de la Junta Directiva, se requerirá la presencia y voto favorable de cuatro (4) de sus miembros.

ARTICULO DECIMO OCTAVO: La Junta Directiva tendrá los más amplios poderes para la administración de la compañía, y, especial, se le confieren los siguientes:

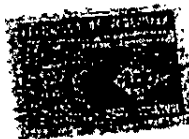
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1. Adquirir, enajenar y gravar toda clase de bienes muebles e inmuebles;
2. Celebrar contratos de arrendamiento, enfiteusis, anticresis, mandato, obra, trabajo, transporte, seguro, depósito y cualquier otro contrato que, a su juicio, fuere conveniente para la compañía, incluidas la autorización y suscripción de contratos entre la compañía y sus accionistas;
3. Suscribir o adquirir, por cualquier medio, acciones y obligaciones de otras sociedades o participar de cualquier otra manera en ellas;
4. Dar o tomar dinero en préstamo, con o sin garantía y constituir o recibir las garantías reales y personales que juzgue conveniente;
5. Librar, aceptar, endosar, descontar y avalar letras de cambio, pagarés y demás títulos de crédito;
6. Abrir, movilizar y cerrar cuentas corrientes bancarias, a descubierto o con provisión de fondos o de otro tipo; emitir cheques y endosar los que reciba la compañía;
7. Nombrar y remover libremente funcionarios, gerentes y datarios, fijándoles sus obligaciones, atribuciones y remuneración;
8. Constituir apoderados judiciales, fijándoles sus facultades pudiendo otorgarles poderes para convenir, transigir, comprometer en árbitros de derecho o arbitradores; hacer posturas en remates judiciales y cualesquiera otras facultades de disposición o administración que la Junta Directiva estime convenientes;
9. Acordar el pago de dividendos a los accionistas según lo dispuesto en el Artículo 29 de este Documento;
10. Determinar las políticas en materia de producción, mercadeo,

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finanzas e inversiones necesarias para el mejor cumplimiento del objeto social;

11. Acordar la apertura de cuentas especiales afectadas o reinversiones de utilidades y fijar el monto anual a reinvertir.
12. Decidir sobre el pago de cuotas insolutas del capital social, en caso de que el mismo sea aumentado.

Esta enumeración de atribuciones no es restrictiva y, por lo tanto, no limita los poderes de la Junta Directiva, la cual tendrá todas aquellas facultades que no estén expresamente atribuidas a la Asamblea o al Comisario por este Documento o por la Ley. La Junta Directiva ejercerá estas atribuciones por medio del Presidente y de los otros Directores y(o) funcionarios de la compañía, de acuerdo con lo previsto en este Documento.

ARTICULO DECIMO NOVENO: La Junta Directiva tendrá además las siguientes obligaciones:

- a) Hacer llevar la contabilidad de la compañía en la forma prescrita por el Código de Comercio;
- b) Convocar las Asambleas Ordinarias o Extraordinarias de Accionistas, de la manera prevista en este Documento;
- c) Determinar la forma en que se han de emplear los fondos de reserva;
- d) Elaborar un estado sumario de la situación activa y pasiva de la compañía y ponerlo a disposición del Comisario cada seis (6) meses, como lo dispone el Artículo 265 del Código de Comercio;
- e) Elaborar anualmente un Balance General y un Estado de Ganancias y Pérdidas, previo inventario y entregarlo al Comisario, por lo menos, con un mes de antelación al día señalado para llevarse a efecto la Asamblea que ha de dis-

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cutirlo. Dichos estados financieros, junto con el Informe del Comisario deberán estar a la orden de los accionistas, por lo menos, con quince (15) días de anticipación a la fecha de la Asamblea;

- f) Presentar a la Asamblea Ordinaria para su discusión, aprobación o modificación, el Balance General y el Estado de Ganancias y Pérdidas acompañado del Informe del Comisario;
- g) Contratar una firma de contadores públicos en ejercicio independientes de su profesión, a fin de que anualmente realicen una auditoría general de la administración y contabilidad de la compañía;
- h) En general, cumplir o hacer cumplir los acuerdos de las Asambleas, las disposiciones de este Documento, del Código de Comercio y de las demás Leyes de la República de Venezuela.

ARTICULO VIGESIMO: Se levantará un acta de todas las reuniones de la Junta Directiva, la cual será firmada por todos los que hayan asistido a la reunión. Las copias de dichas actas, una vez certificadas por el Secretario de la compañía, si lo hubiere, o por el miembro de la Junta Directiva que ésta, en cada caso designe, harán plena fé de sus acuerdos y decisiones.

TITULO V

Normas sobre Representación Judicial

ARTICULO VIGESIMO PRIMERO: La representación judicial de la sociedad será exclusivamente ejercida por el Representante Judicial elegido por la Asamblea de Accionistas en la misma oportunidad que elija a la Junta Directiva, quien durará un (1) año en el ejercicio de sus funciones. Podrá el Representante Judi-

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