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W15-17338

LAW OFFICES
MICHAEL ORTIZ, P.A.
1430 SOUTH DIXIE HIGHWAY
SUITE 321
CORAL GABLES, FLORIDA 33146

TELEPHONE (305) 665-5270
FACSIMILE (305) 665-1112
E-MAIL: lawortiz@aol.com

March 03, 2015

Via: Federal Express
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: FLETES J.R.L., C.A.
Client File No.: 1034B

To whom it may concern:

I am enclosing the following documents relating to the above referenced company:

1. Application by Foreign Corporation for Authorization to transact Business in Florida; and
2. Certified Translation of Articles of Incorporation and Amendment thereto, as Venezuela does not issue Certificates of Good Standing.

In addition, I have included a Michael Ortiz, P.A. check in the amount of $70.00 for the processing of this Application, together with a prepaid self-addressed Federal Express envelope to return the Qualification Letter of Acknowledgement to me.

Very truly yours,

MICHAEL ORTIZ, P.A.

MICHAEL ORTIZ, ESQ.

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: FLETES J.R.L., 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, Esq.
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

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

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

Enclosed is a check for the following amount:

- ☒ $70.00 Filing Fee
- ☐ $78.75 Filing Fee & Certificate of Status
- ☐ $78.75 Filing Fee & Certified Copy
- ☐ $87.50 Filing Fee, Certificate of Status & Certified Copy

FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 11, 2015

MICHAEL ORTIZ, ESQ.
1430 SOUTH DIXIE HIGHWAY, SUITE 321
CORAL GABLES, FL 33146

SUBJECT: FLETES J.R.L., C.A.
Ref. Number: W15000017338

We have received your document for FLETES J.R.L., C.A. and your check(s) totaling $70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name must contain a word that will clearly indicate that it is a corporation. Such words include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Complete the "Principle Office Address" on line #7.

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

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

Maryanne Dickey
Regulatory Specialist II

Letter Number: 815A00004958

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. FLETES J.R.L., 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. 98-1228648
(FEI number, if applicable)

4. May 11, 2011
(Date of incorporation)

5. 2031
(Duration: Year corp. will cease to exist or "perpetual")

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

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

Same as above
(Current mailing address)

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

Name: Michael Ortiz, Esq.

Office Address: 1430 South Dixie Highway, Suite 321

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

9. **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)

10. 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.

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

A. DIRECTORS

Chairman: Juan Rodriguez Lopez

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

Vice President: Mercedes Soto

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

Secretary: Michael Ortiz

Address: c/o 1430 South 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.

12. ______________________________
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.

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

REPÚBLICA BOLIVARIANA DE VENEZUELA
*** MINISTERIO DEL PODER POPULAR PARA RELACIONES INTERIORES Y JUSTICIA ***

SERVICIO AUTÓNOMO DE REGISTROS Y NOTARÍAS.
REGISTRO MERCANTIL QUINTO DEL DISTRITO CAPITAL

RM No. 224
201° y 152°

15 FEB 2010 9:01

Municipio Libertador, 17 de Mayo del Año 2011

Por presentada la anterior participación. Cumplidos como han sido los requisitos de Ley, inscríbase en el Registro Mercantil junto con el documento presentado; fíjese y publíquese el asiento respectivo; fórmese el expediente de la Compañía y archívese original junto con el ejemplar de los Estatutos y demás recaudos acompañados. Expídase la copia de publicación. El anterior documento redactado por el Abogado MARIANA VERA MANZO IPSA N.: 140734, se inscribe en el Registro de Comercio bajo el Número: 39, TOMO -126-A REGISTRO MERCANTIL V. Derechos pagados BS: 282,72 Según Planilla RM No. 22400092818, Banco No. 202167299 Por BS: 598,80. La identificación se efectuó así: JOSE JUAN VALENZUELA CASTILLO, C.I: V-5.968.850.
Abogado Revisor: AKIKO MARIA GABRIELA DOY SARA

Registrador Mercantil V
FDO. Abogado RODOLFO CORREA

ESTA PÁGINA PERTENECE A:
FLETES J.R.L, C.A
Número de expediente: 224-11137
CONST

SAREN
SERVICIO AUTÓNOMO DE REGISTROS Y NOTARÍAS

MARISNA VERA M.
ABOGADO
I.P.S.A 140.734

Nosotros, **JUAN RODRIGUEZ**, y **MERCEDES SOTO**, venezolanos, mayores de edad, de este domicilio, de estado civil casados, titulares de la cédula de identidad **N° V-5.979.828** y **V-6.919.084** respectivamente, por medio del presente documento declaramos: "Que hemos convenido en formar como en efecto lo hacemos una sociedad mercantil bajo la forma de **COMPAÑÍA ANONIMA**, la cual se regirá por las cláusulas de la presente Acta Constitutiva que servirá a su vez de Estatutos Sociales de la empresa, y que a continuación se expresan:

Sección Primera

Denominación, Domicilio, Duración, y Objeto

PRIMERA: DENOMINACIÓN SOCIAL. La compañía se denominará **"FLETES J.R.L, C.A"**.

SEGUNDA: DOMICILIO DE LA EMPRESA. Su domicilio será Av. Tamanaco con Calle Terepaima Zona Industrial del Llanito Galpón B-4 Urbanización El Llanito. Además podrá establecer sucursales en el resto de la República Bolivariana de Venezuela.

TERCERA: DURACION DE LA EMPRESA. La duración de la compañía será de 20 años contando a partir de la fecha de su inscripción en el Registro Mercantil, oportunidad en la cual comenzará su giro comercial. Esta duración podrá ser prorrogada o reducida por la Asamblea General de Accionistas, sujetándose para su liquidación a las formulas previstas en el Código de Comercio vigente.

CUARTA: OBJETO SOCIAL. La compañía tendrá como objeto todo lo concerniente al transporte vía terrestre, de cualquier tipo de mercancías, productos, materiales e insumos de cualquier tipo, a través de servicios de agentes aduanales y operaciones de tráfico internacional, marítimo y aéreo, así como también la realización de cualquier hecho o acto de licito comercio e industria, sin limitación alguna, porque los aquí mencionados, lo han sido con carácter enunciativo y en ningún caso limitativo

Sección Segunda

Del Capital y de las Acciones

QUINTA: SUSCRIPCIÓN Y PAGO DEL CAPITAL. El capital de la compañía es de la cantidad de **CINCUENTA MIL BOLÍVARES (Bs.50.000,00)**, dividido en **CIEN (100)** acciones nominativas no convertibles al portador con un valor nominal de **QUINIENTOS BOLIVARES (Bs. 500,00)** cada una, quedando suscritas y pagadas en su totalidad, según se evidencia en inventario *anexo al presente documento.* La suscripción de las acciones se efectuó de la forma siguiente: El ciudadano **JUAN RODRIGUEZ**, anteriormente identificado, suscribe y paga **CINCUENTA (50) ACCIONES** con un valor nominal de **QUINIENTOS BOLIVARES (500,00)** cada una, lo cual da en su conjunto un total de **VEINTICINCO MIL BOLÍVARES CON CERO CENTIMOS (Bs.25.000,00)** y La ciudadana **MERCEDES SOTO**, anteriormente identificada, suscribe y paga **CINCUENTA (50) ACCIONES** *con un valor nominal de* **QUINIENTOS BOLIVARES (500,00)** cada una, lo cual da en su conjunto un total de **VEINTICINCO MIL BOLÍVARES CON CERO CENTIMOS (Bs.25.000,00)**. El porcentaje accionario sobre el capital social de la compañía obedece al siguiente orden.

Cuadro de Accionistas

ACCIONISTA	% ACCIONARIO
JUAN RODRIGUEZ	50%
MERCEDES SOTO	50%

SEXTA: CLASES DE ACCIONES. Las acciones son nominativas y dan a sus propietarios derechos iguales y proporcionales al número de acciones que posean, *correspondiendo cada acción a un (1) voto en la* Asamblea de Accionistas. Las acciones no podrán enajenarse sin antes haberlas ofrecido en venta a los demás accionistas; la intención de enajenarlas deberá comunicarse a estos por escrito, quienes tendrán el derecho de prioridad para adquirirlas en un plazo de diez (10) días contados a partir de la fecha de la oferta y entendiéndose que el accionista oferente queda en libertad de enajenarlas, en caso de *transcurrir dicho plazo* sin que se haga *uso del referido* derecho de prioridad.

Sección Tercera

De la Administración

SÉPTIMA: ADMINISTRACION DE LA EMPRESA. *La compañía será dirigida y administrada por un* (1) Presidente, un (1) Vicepresidente, los cuales podrán ser accionistas o no de la misma y serán designados en sus cargos para un periodo de diez (10) años, pudiendo ser reelectos y permanecerán en sus respectivos cargos hasta que la asamblea proceda a nombrar a los nuevos administradores. Para obligar a la compañía, en todos los actos el Presidente y el Vicepresidente actuaran conjunta y/o separadamente.

OCTAVA: FACULTADES DEL PRESIDENTE Y VICEPRESIDENTE. Las atribuciones del Presidente y Vicepresidente de la empresa serán las más amplias que el Código de Comercio prevé para los administradores de las compañias anónimas, con los deberes correspondientes. Entre otras, son sus atribuciones representar a la compañía ante terceros y firmar por ella en todos los actos o documentos que a la misma se refieran, así como la facultad para comprar, vender, gravar, enajenar, disponer, movilizar, abrir y cerrar cuentas bancarias, firmar letras de cambio, cheques y demás documentos mercantiles, recibir dinero y otorgar los correspondientes finiquitos, actuar como demandante o demandado a nombre de la compañía ante los Tribunales de la República, nombrar apoderados judiciales, generales y especiales y delegar parte de sus funciones en personas idóneas.

NOVENA: GARANTIA DE LA ADMINISTRACION. Para cumplir con el Artículo 244 del Código de Comercio, los Administradores, antes de entrar a ejercer sus funciones, deberán depositar en la Caja Social el valor de cinco (5) de sus acciones, marcadas con un sello que indique su inalterabilidad, hasta tanto quede aprobada su gestión administrativa.

Sección Cuarta

De las Asambleas

DÉCIMA: ASAMBLEA DE ACCIONISTAS. La asamblea general de accionistas legalmente constituida, es el órgano supremo de la compañía, representa la universalidad de aquella y sus decisiones son obligatorias, aún para los accionistas que no hubieren concurrido a ellas. Los accionistas pueden hacerse representar en las asambleas mediante carta poder; para ejercer ésta representación no se requiere ser accionista. Las decisiones serán tomadas por la representación del ochenta por ciento (80%) del capital social, salvo en los casos especiales previstos en el Código de Comercio el cual será el (75%), del capital social.

DÉCIMA PRIMERA: FACULTADES DE LA ASAMBLEA DE ACCIONISTAS. La asamblea general de accionistas tiene las atribuciones previstas en el Código de Comercio y en éste documento constitutivo, Ordinariamente se reunirán durante la segunda quincena del mes de Marzo de cada año, previa convocatoria que se hará por la prensa con cinco (5) días hábiles de anticipación, por lo menos Extraordinariamente se reunirán cuando así lo requieran los intereses de la compañía o cuando lo solicite a los administradores un número de accionistas que representen un quinto del capital social. La falta de convocatoria ni invalida ni afecta las decisiones tomadas por la asamblea, cuando en ella se encuentre representado la totalidad del capital social.

Sección Quinta

Ejercicio Económico y Reparto de Utilidades

DÉCIMA SEGUNDA: EJERCICIO ECONOMICO. El ejercicio económico de la compañía empezará a partir de la fecha de su inscripción en el registro Mercantil y finalizará el día 31 de Diciembre de 2.011; los ejercicios sucesivos empezarán el primero de Enero y finalizarán el día 31 de Diciembre de cada año sucesivo, en esta última fecha se cerrarán las cuentas y se procederá a la elaboración del Inventario y Balance General de la manera establecida en el Código de Comercio.

DÉCIMA TERCERA: REPARTO DE UTILIDADES. El reparto de las utilidades se efectuará en la forma siguiente: El cinco (5%) de las mismas e destinará a la formación de un fondo de Reserva Legal, hasta que éste alcance el diez por ciento (10%) del total del capital social; el remanente será distribuido entre los accionistas en la proporción que le corresponda según el número de acciones pagadas que posean; la asamblea general de accionistas podrá optar también por dejar las utilidades en la compañía si las necesidades de la misma así lo requieren.

DISPOSICIONES FINALES

DÉCIMA CUARTA: COMISARIO DE LA EMPRESA. La compañía tendrá un (1) Comisario con las atribuciones que le confiere el Código de Comercio, será elegido por la asamblea general de accionistas y durará en sus funciones por el período de cinco (5) años, pudiendo ser reelecto y permanecerá en su cargo hasta que sea designado a una nueva persona para el desempeño de este cargo.

DÉCIMA QUINTA: NOMBRAMIENTOS. Se hacen los siguientes nombramientos: para el cargo de Presidente al ciudadano **JUAN RODRIGUEZ** anteriormente identificado, y para el cargo de Vicepresidente a la ciudadana **MERCEDES SOTO,** anteriormente identificada, para el cargo de **COMISARIO** se nombró a la Contadora **XXXXXXXXXXX,** venezolana, mayor de edad, titular de la Cédula de Identidad **Nro. V-XX.XXX.XX** e inscrita en el Colegio de Contadores del Distrito Federal y Estado Miranda bajo el **Nro. XX.XXX.**

MUNICIPIO LIBERTADOR, 17 DE MAYO DEL AÑO DOS MIL ONCE (FDOS.) JOSE JUAN **VALENZUELA CASTILLO, Abogado RODOLFO CORREA** SE EXPIDE LA PRESENTE COPIA CERTIFICADA DE PUBLICACIÓN SEGÚN PLANILLA NO : **224.2011.2.3445**

Abogado RODOLFO CORREA
Registrador Mercantil V

DECIMA SEPTIMA: En todo lo no previsto en el presente documento, se procederá de conformidad con lo establecido en el Código de Comercio. Esta Asamblea faculta al ciudadano **JOSE JUAN VALENZUELA CASTILLO**, venezolano, mayor de edad, de este domicilio, titular de la cédula de Identidad Nro. V- **5.968.850**, respectivamente, para gestionar la inscripción de la presente Acta Constitutiva y Estatutos Sociales de la empresa, por ante la Oficina Pública de Registro Mercantil respectivo, y tramitar por ante las autoridades Nacionales, Estadales y Municipales centralizados y descentralizadas permisos necesarios para la actividad económica de la compañía.

JUAN RODRIGUEZ

MERCEDES SOTO

Ciudadano.
Registrador Mercantil Quinto de la Circunscripción Judicial del Distrito Capital y Estado Miranda.
Su despacho.

Yo, **JOSE JUAN VALENZUELA CASTILLO**, venezolana, mayor de edad, de este domicilio, titular de la cédula de identidad Nro. **V-5.968.850**, suficientemente autorizada para efectuar el presente acto, consigno ante usted la siguiente Acta de Asamblea Ordinaria de la Sociedad Mercantil **"FLETES J.R.L, C.A"**, celebrada en fecha 15 de Enero de 2015. Pido con el debido respeto se sirva darle su inserción en el Registro a su digno cargo, así como su fijación y publicación a cuyos efectos se sirva expedirme copia certificada. Es justicia que espero en el Distrito Capital y Estado Miranda a la fecha de su presentación.

224-11137

Acta de Asamblea *Ordinaria de Accionistas*

FLETES J.R.L, C.A.

En Caracas, a los quince días (15) del mes de Enero de 2.015, en la sede de la empresa, se celebra la presente Asamblea Ordinaria de Accionistas de la Sociedad Mercantil **FLETES J.R.L, C.A.**, la cual esta debidamente inscrita por ante el Registro Mercantil Quinto de la Circunscripción Judicial del Distrito Capital y Estado Miranda, bajo el **Nº 39**, Tomo **126-A**, de fecha 17 de Mayo de 2011, expediente Nro. **224-11137** del referido registro. Estando presente y representado el total del capital social y accionario de la empresa se encuentran los ciudadanos: **JUAN RODRIGUEZ,** venezolano, mayor de edad, de este domicilio, casado, titular *de la cedula de identidad N°* **V-5.979.828**, *propietario de* **CINCUENTA *(50)*** acciones con un valor nominal de **QUINIENTOS BOLIVARES (Bs. 500,00)** cada una, lo que genera un total de **VEINTICINCO MIL BOLÍVARES (Bs. 25.000,00)**, y **MERCEDES SOTO,** venezolana, mayor de edad, de este domicilio, de estado civil casada, titular de la cédula de identidad **N° V-6.919.084**, propietaria de **CINCUENTA (50)** acciones con un valor nominal de **QUINIENTOS BOLIVARES (Bs. 500,00)** cada una, lo que genera un total de **VEINTICINCO MIL BOLÍVARES (Bs. 25.000,00)**. En consecuencia verificado el cien por ciento (100%) del capital social y accionario de la empresa se declara válida la realización de la presente Asamblea y se prescinde de la necesidad de convocatoria previa. Preside este *acto el ciudadano* **JUAN RODRIGUEZ,** *anteriormente identificado*, quién actúa en su cualidad de **PRESIDENTE**, y quien fue designado para presidir la presente Asamblea, la cual declaró válidamente instalada y procedió a dar lectura a los puntos que serán objeto de consideración y decisión en la forma siguiente:

SECCION PRIMERA

DE LOS PUNTOS A DECIDIR

PUNTO PRIMERO: Decidir acerca de la corrección del error material cometido en la **CLAUSULA DECIMA QUINTA** de los estatutos Sociales de la *Sociedad* mercantil ya que no se colocó el nombre del contador que se designó como comisario debido a un error material.

PUNTO SEGUNDO: Decidir acerca de la modificación de la ***CLAUSULA DECIMA*** **QUINTA** de los estatutos Sociales de la Sociedad mercantil

PUNTO TERCERO: Decidir acerca de la corrección de la numeración de la ***CLAUSULA DECIMA*** **SEPTIMA** *de los estatutos* Sociales de la Sociedad mercantil ya que se cometió un error material en la misma

SECCIÓN SEGUNDA

DE LAS DESICIONES DE LA ASAMBLEA

Visto los *anteriores puntos* sometidos a la presente Asamblea de Extraordinaria de Accionistas, la misma decide:

PUNTO PRIMERO: En cuanto al **PUNTO PRIMERO**, esta Asamblea Ordinaria de *Accionistas decide corregir* el error material ocurrido en la **CLAUSULA DECIMA QUINTA** *de los estatutos* Sociales de la Sociedad mercantil ya que debido a un *error material se obvio colocar* el nombre del Contador que va ejercer el cargo de *comisario, el Contador* designado para ejercer dicho cargo es la Licenciada es **ROSA *VIRGINIA GORRIN* GONZALEZ**, venezolana, Contador Público Colegiado No. **75.642**, *mayor de edad*, titular de la Cédula de Identidad No. V- **15.153.692**.

PUNTO SEGUNDO: con respecto a este **PUNTO SEGUNDO** *esta Asamblea* Ordinaria de Accionistas decide modificar la **CLAUSULA DECIMA QUINTA** *de los* estatutos Sociales de la Sociedad mercantil cuyo nuevo tenor *será el siguiente:* **DECIMA QUINTA**: Se hace los siguientes nombramientos: *para el cargo de* Presidente se designó a el ciudadano: **JUAN RODRIGUEZ**, quien es venezolano, mayor de edad, de este domicilio, casado, y titular de la cédula de identidad Nro. **V- 5.979.828** y para ejercer el cargo de Vicepresidente se designó a la ciudadana **MERCEDES SOTO** quien es venezolana, mayor de edad, de este domicilio, *casada, y titular de la cédula de* identidad Nro. **V- 6.919.084**,. Para ejercer las *funciones de Comisario* se designa a la Licenciada **ROSA VIRGINIA GORRIN GONZALEZ**, *venezolana*, Contador Público Colegiado No. **75.642**, mayor de edad, *titular de la Cédula de* Identidad No. V- **15.153.692**.

PUNTO TERCERO: *Con respecto este* **PUNTO TERCERO**, esta Asamblea Ordinaria de Accionistas *decide corregir la numeración* de la **CLAUSULA DECIMA SEPTIMA** *ya que debido a un error material se saltó* una numeración y la numeración correcta *de esta debería de ser la* **CLAUSULA DECIMA SEXTA** y debido a esto el tenor de la **CLAUSULA DECIMA SEXTA** *será el mismo tenor de* la **CLAUSULA DECIMA SEPTIMA** *que es el siguiente* **DECIMA SEXTA:** *En todo* lo no previsto en el presente documento, se *procederá de conformidad con lo* establecido en el Código de Comercio. Esta Asamblea *facutta al ciudadano* **JOSÉ JUAN VALENZUELA CASTILLO**, venezolano, *mayor de edad*, de este domicilio, titular de la cédula de identidad **Nro. V-5.968.850**, *respectivamente, para* gestionar la inscripción de la presente Acta Constitutiva y Estatutos Sociales de la empresa, por ante la Oficina Pública de Registro Mercantil respectivo, y tramitar por ante las autoridades Nacionales, Estadales y Municipales centralizadas y descentralizadas permisos necesarios para la actividad económica de la compañía.

Agotados como han sido los puntos del orden del día, la Asamblea Extraordinaria, levanto la presenta acta, y se autorizo a el ciudadano **JOSE JUAN VALENZUELA CASTILLO**, venezolano, mayor de edad, de este domicilio, titular de la cédula de Identidad Nro. **V- 5.968.850,** para cumplir con las formalidades legales relativas a la participación, registro y publicación de la presente Acta de Asamblea Extraordinaria de Accionistas, por ante el Registro Mercantil competente a tales efectos, Y yo **JUAN RODRIGUEZ**, anteriormente identificado, actuando en mi cualidad de **PRESIDENTE** de la empresa, certifico que la acta es copia fiel y exacta de su original inserto en el Libro de Actas de Asambleas de la Compañía.

JUAN RODRIGUEZ

MERCEDES SOTO

15 FEB 20 AM 9:01

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15 JAN 30 AM 10:51

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 3 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 30 day of January, 2015. 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.

Brittnie M. Sanchez, Notary Public
State of Florida at Large

NOTARY PUBLIC STATE OF FLORIDA
BRITTNIE M SANCHEZ
MY COMMISSION #FF148523
EXPIRES August 6, 2018
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/Coat of arms/

BOLIVARIAN REPUBLIC OF VENEZUELA
PEOPLE'S MINISTRY FOR DOMESTIC AND JUDICIAL AFFAIRS

AUTONOMOUS SERVICE OF REGISTRIES AND NOTARY OFFICES
FIFTH COMMERCIAL REGISTRY OF THE CAPITAL DISTRICT
/Two illegible seals/
RODOLFO CORREA, Attorney-at-Law, 5th Commercial Registrar

RM No. 224
201st and 152nd Anniversaries

HEREBY CERTIFIES

That the entry in the Commercial Registry transcribed below, the original of which is recorded in Volume **126-A OF THE 5TH COMMERCIAL REGISTRY** under No. **39** in **2011**, as well as the Submittal, Note and Document copied below, are a true copy of their originals, which read as follows:

224-11137

THIS FOLIO BELONGS TO:
FLETES J.R.L., C.A.
File No.: 224-11137

[Stamp:] SAREN
Autonomous Service of Registries
and Notary Offices

CERTIFIED TRANSLATION
PREPARED BY
SEVEN LANGUAGES, INC.

/Illegible signature/
MARIANA VERA M.
ATTORNEY-AT-LAW
I.P.S.A. 140.734

To the attention of
the Fifth Commercial Registrar of the Judicial District of the Capital City and
the State of Miranda

I, **JOSÉ JUAN VALENZUELA CASTILLO**, Venezuelan, of age, domiciled in this city, holder of identity card No. **V-5.968.850**, duly empowered to perform this act, hereby file with you the following Articles of Incorporation and Bylaws of business organization **"FLETES J.R.L., C.A."** I respectfully ask you to kindly enter them in the Registry under your charge, as well as to record and publish them and issue two (2) certified copies for me. May this request be met in the Capital District and the State of Miranda on the date of filing.

/Handwritten: 2.3420/ /Initials/

/Illegible signature/

/Duly documentary stamp canceled by a seal/ /Handwritten: 3443/

/Coat of arms/

BOLIVARIAN REPUBLIC OF VENEZUELA
PEOPLE'S MINISTRY FOR DOMESTIC AND JUDICIAL AFFAIRS

AUTONOMOUS SERVICE OF REGISTRIES AND NOTARY OFFICES
FIFTH COMMERCIAL REGISTRY OF THE CAPITAL DISTRICT

RM No. 224
201st and 152nd Anniversaries

Libertador Municipality, May 17, 2011

The foregoing submittal has been filed and legal requirements have been met, therefore, let the the pertinent entry be registered with the Commercial Registry along with the document filed, as well as recorded and published. Let a company file be created and the original document along with a copy of the bylaws and other enclosed documents be incorporated therein, as well as a copy of the publication issued. The foregoing document written by MARIANA VERA MANZO, Attorney-at-Law, registered with IPSA under No. 140734, is filed with the Commercial Registry under Number **39**, Volume **126-A OF THE 5TH COMMERCIAL REGISTRY**, fees paid **BS 282.72**, as per RM sheet No. **22400092818,** Bank No. **202167299** for **BS 598.80**. The person was identified as follows: **JOSE JUAN VALENZUELA CASTILLO, Identity Card No V-5.968.850.**
Reviewing Counsel: AKIKO MARIA GABRIELA DOY SARA.

/Illegible seal/ /Illegible signature/
5th Commercial Registrar
Signed by RODOLFO CORREA, Attorney-at-Law

THIS FOLIO BELONGS TO:
FLETES J.R.L., C.A.
File No.: 224-11137
INCORPORATION

/Stamp:/ SAREN
Autonomous Service of Registries
and Notary Offices

CERTIFIED TRANSLATION
PREPARED BY
SEVEN LANGUAGES, INC.

/Illegible signature/
MARIANA VERA M.
ATTORNEY-AT-LAW
I.P.S.A. 140,734

We, **JUAN RODRIGUEZ** and **MERCEDES SOTO**, Venezuelan, of age, domiciled in this city, married, respectively holders of identity cards No. **V-5.979.828** and **V-6.919.084**, hereby declare: "That we have agreed to create, and hereby do create, a business organization under the form of a **CORPORATION**, which is to be governed by the provisions of these Articles of Incorporation which will also serve as the Bylaws of the company, as stated below:

Article One
Name, Corporate Office, Duration, and Purpose

ONE: NAME. The company will operate under the name "**FLETES J.R.L. C.A.**"

TWO: CORPORATE OFFICE. The company will have its principal place of business at Av. Tamanaco con Calle Terepaima Zona Industrial del Llanito Galpón B-4 Urbanización El Llanito. It can also establish branch offices anywhere in the Bolivarian Republic of Venezuela.

THREE: DURATION. The duration of the company will be 20 years starting from the date of its filing with the Commercial Registry, when it will be allowed to start operating. This duration can be extended or reduced if so decided at a Regular Shareholders Meeting and, in the event of winding-up, it will be subject to the provisions of the current Commercial Code.

FOUR: PURPOSE. The purpose of the company will include but not be limited to any land transportation business, including any kind of goods, products, materials and supplies, through customs agents and international sea and air traffic operators, as well as any other lawful commercial and industrial activity.

Article Two
Capital and Shares of Stock

FIVE: CAPITAL SUBSCRIPTION AND PAYMENT. The capital of the company is **FIFTY THOUSAND BOLÍVARES (Bs. 50,000.00)**, divided into **ONE HUNDRED (100)** nominative, non-convertible, bearer shares, which are subscribed for and paid up in full as evidenced in the inventory attached to this document. Subscription for shares took place as follows: citizen **JUAN RODRIGUEZ**, who has been identified above, subscribes and pays for **FIFTY (50) SHARES**, each with a nominal value of **FIVE HUNDRED (500) BOLÍVARES**, which makes a total amount of **TWENTY-FIVE THOUSAND (25,000) BOLÍVARES**, and citizen **MERCEDES SOTO**, who has been identified above, subscribes and pays for **FIFTY (50) SHARES**, each with a nominal value of **FIVE HUNDRED (500) BOLÍVARES**, which makes a total amount of **TWENTY-FIVE**

THOUSAND (25,000) BOLÍVARES. The interest in the capital stock of the company is as follows:

Shareholders' Table

SHAREHOLDER	INTEREST
JUAN RODRIGUEZ	50%
MERCEDES SOTO	50%

SIX: CLASSES OF SHARES. Shares have nominal value and confer to their holders rights which are equal and proportional to the number of shares held, each share representing one (1) vote at the Shareholders Meeting. Shares cannot be disposed of without having first been offered for sale to the remaining shareholders. The intention to sell them must be notified to other shareholders in writing, and these will have a preemptive right to buy them within ten (10) days from the date of the offering so that the shareholder offering to sell will be free to sell them once this period has elapsed if the mentioned preemptive right has not been exercised.

Article Three
Management

SEVEN: COMPANY MANAGEMENT. The company will be managed by one (1) President and one (1) Vice President, who may or may not be shareholders and who will be appointed in their offices for a period of ten (10) years and can be reelected and hold office until new managers are appointed at a shareholders meeting. The President and the Vice President can act jointly and/or separately to bind the company.

EIGHT: POWERS HELD BY THE PRESIDENT AND THE VICE PRESIDENT. The President and the Vice President will hold the widest powers that the Commercial Code stipulates for corporate managers, as well as the pertinent duties. Their powers will include but will not be limited to acting on behalf of the company when dealing with third parties and signing in its name any papers and documents related thereto, as well as buying, selling, encumbering, assigning, using, operating, opening and closing bank accounts, signing drafts, receiving money and issuing the pertinent receipts, acting as plaintiffs or defendants in the name of the company before the courts of the Republic, appointing legal, general and special attorneys, and delegating part of their duties to qualified individuals.

NINE: MANAGEMENT BOND. In order to meet Section 244 of the Commercial Code, before taking office Managers must deposit with the Corporate Fund the value equivalent to five (5) of their shares, stamped with a seal indicating their inalterability until their management actions have been approved.

Article Four
Shareholders Meetings

TEN: SHAREHOLDERS MEETING. Whenever assembled in a duly established meeting, the shareholders constitute the supreme body of the company, fully represent the same and their decisions are compulsory, even for the shareholders attending it. The shareholders can attend the meetings by proxy and attendants do not need to be shareholders to attend such meetings. Decisions will be taken by shareholders owning eighty per cent (80%) of the capital stock, except in the special cases foreseen in the Commercial Code in which the interest required will be seventy-five per cent (75%).

ELEVEN: POWERS VESTED IN THE SHAREHOLDERS MEETING. The shareholders gathered in a regular meeting will be vested with the powers set forth in the Commercial Code and in these Articles of Incorporation. They will hold regular meetings in the second half of March every year, with calls of meeting being notified in the press five (5) business days in advance, and will hold special meetings whenever so required in the best interest of the company or if so requested to the managers by a number of shareholders representing one fifth of the capital stock. Failure to call a meeting will not render it invalid nor will it affect the resolutions made at the meeting if attended by all the shareholders.

Article Five
Fiscal Year and Distribution of Earnings

TWELVE: FISCAL YEAR. The fiscal year of the company will start on the date of its filing with the Commercial Registry and will end on December 31, 2011. Subsequent fiscal years will start on January 1 and will end on December 31 every year, and on this date accounts will be closed and the inventory and general balance sheet will be prepared as set forth in the Commercial Code.

THIRTEEN: DISTRIBUTION OF EARNINGS. Earnings will be distributed as follows: five per cent (5%) will be allocated to a statutory reserve until this reaches ten per cent (10%) of the capital stock, and the remainder will be distributed among the shareholders proportionally to the number of paid shares held by them. At a regular meeting, shareholders can also elect to leave the earnings with the company if so required for its needs.

FINAL PROVISIONS

FOURTEEN: COMPANY AUDITOR. The company will have one (1) Auditor vested with the powers established by the Commercial Code, who will be elected at the regular shareholders meeting and will hold office for a period of five (5) years, subject to the possibility of being reelected and remaining in his position until a new person is appointed to fill the position.

FIFTEEN: APPOINTMENTS. The following appointments are made: Citizen **JUAN RODRIGUEZ**, who has been identified above, is appointed President, citizen **MERCEDES SOTO**, who has been identified above, is appointed Vice President, and Venezuelan Accountant **XXXXXXXXXX**, of age, holder of Identity Card **No. V-XX-XXX-XX** and registered with the Association of Accountants of the Federal District and the State of Miranda under **No. XX.XXX** is appointed Auditor.

SEVENTEEN: For any matters not considered in this document, the provisions of the Commercial Code will be followed. The shareholders hereby empower citizen **JOSE JUAN VALENZUELA CASTILLO**, Venezuelan, of age, domiciled in this city, and holder of Identity Card No. **V-5.968.850** to file the Articles of Incorporation and Bylaws of the company with the Commercial Registry government agency and to obtain from centralized and decentralized national, state and municipal authorities the licenses required for the company's economic activity.

/Illegible seal/

JUAN RODRIGUEZ /Illegible signature/

MERCEDES SOTO /Illegible signature/

CERTIFIED TRANSLATION
PREPARED BY
SEVEN LANGUAGES, INC.

MUNICIPALITY OF LIBERTADOR, MAY 17, 2011. SIGNED BY JOSE JUAN VALENZUELA CASTILLO and RODOLFO CORREA, Attorney-at-Law. THIS CERTIFIED COPY OF THE PUBLICATION AS PER SHEET No. **224.2011.2.3445** IS HEREBY ISSUED.

/Illegible seal:/ /Illegible signature/
5th Commercial Registrar
Signed by RODOLFO CORREA, Attorney-at-Law

CERTIFIED TRANSLATION
PREPARED BY
SEVEN LANGUAGES, INC.

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SLAVIC
& ALL OTHER
LANGUAGES

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 8 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 30 day of January, 2015 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.

Brittnie M. Sanchez, Notary Public
State of Florida at Large

NOTARY PUBLIC STATE OF FLORIDA
BRITTNIE M SANCHEZ
MY COMMISSION #FF148523
EXPIRES August 6, 2018
(407) 398-0153 FloridaNotaryService.com

REPÚBLICA BOLIVARIANA DE VENEZUELA

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

SERVICIO AUTÓNOMO DE REGISTROS Y NOTARÍAS.
REGISTRO MERCANTIL QUINTO DEL DISTRITO CAPITAL

RM No. 224
201° y 152°

Abogado RODOLFO CORREA, Registrador Mercantil V

C E R T I F I C A

Que el asiento de Registro de Comercio transcrito a continuación, cuyo original está inscrito en el Tomo: **126-A REGISTRO MERCANTIL V**, Número: **39** del año **2011**, así como La Participación, Nota y Documento que se copian de seguida son traslado fiel de sus originales, los cuales son del tenor siguiente:

224-11137

ESTE FOLIO PERTENECE A:
FLETES J.R.L, C.A
Número de expediente: 224-11137

SAREN

SERVICIO AUTÓNOMO DE REGISTROS Y NOTARÍAS

MARIANA VERA M.
ABOGADO
I.P.S.A 140.734

Ciudadano.

Registrador Mercantil Quinto de la Circunscripción Judicial del Distrito Capital y Estado Miranda.

Su despacho.

Yo, JOSÉ JUAN VALENZUELA CASTILLO, venezolano, mayor de edad, de este domicilio, titular de la cédula de identidad Nro. V- 5.968.850, suficientemente autorizado para efectuar el presente acto, consigno ante usted la siguiente Acta Constitutiva y Estatutos Sociales de la Sociedad Mercantil "FLETES J.R.L, C.A", Pido con el debido respeto se sirva darle su inserción en el Registro a su digno cargo, así como su fijación y publicación a cuyos efectos se sirva expedirme dos (2) copias certificadas. Es justicia que espero en el Distrito Capital y Estado Miranda a la fecha de su presentación.

2. 3/22

3413

To the attention of
the Fifth Commercial Registrar of the Judicial District of the Capital City and State of Miranda

I, **JOSÉ JUAN VALENZUELA CASTILLO**, Venezuelan, of age, domiciled in this city, holder of identity card No. **V-5.968.850**, duly empowered to perform this act, hereby file with you the following Minute of the Regular Shareholders Meeting of business organization "**FLETES J.R.L., C.A.**" held on January 15, 2015. I respectfully ask you to kindly enter the same in the Registry in your charge, as well as to record and publish it and to issue a certified copy thereof for me. May this request be met in the Capital District and the State of Miranda on the date of filing.

224-11137

CERTIFIED TRANSLATION
PREPARED BY
SEVEN LANGUAGES, INC

Minutes of Regular Shareholders Meeting
FLETES J.R.L., C.A.

In Caracas, on January 15, 2015, a Regular Shareholders Meeting is held at the corporate office of the business organization **FLETES J.R.L., C.A.**, which is duly recorded under the Fifth Commercial Registry of the Judicial District of the Capital City and the State of Miranda under Number **39**, Volume **126-A**, dated May 17, 2011, file No. **224-11137** of said Registry. The meeting is attended and represented by the holders of the full capital stock of the company, namely citizens **JUAN RODRIGUEZ**, Venezuelan, of age, domiciled in this city, married, holder of Identity Card **No. V-5.979.828**, owner of **FIFTY (50)** shares with a par value of **FIVE HUNDRED BOLIVARES (Bs. 500.00)** each, making up a total amount of **TWENTY-FIVE THOUSAND BOLIVARES (Bs. 25,000)**, and **MERCEDES SOTO**, Venezuelan, of age, domiciled in this city, married, holder of Identity Card No. **V-6.919.084**, owner of **FIFTY (50)** shares with a par value of **FIVE HUNDRED BOLIVARES (Bs. 500.00)** each, making up a total amount of **TWENTY-FIVE THOUSAND BOLIVARES (Bs. 25,000)**. Therefore, having checked that the holders of a hundred per cent (100%) of the capital stock of the company are present, this meeting is declared valid and the notice of call is hereby waived. The meeting is presided by citizen **JUAN RODRIGUEZ**, who has been identified above, and acts in his capacity as **CHAIRMAN** and has been appointed to preside this meeting, and after declaring it duly established he proceeded to read the items on the agenda to be submitted to consideration and resolution as follows:

SECTION ONE
AGENDA TO BE CONSIDERED

ITEM ONE: Decide over the correction of the material error made in **CLAUSE FIFTEEN** of the Bylaws of the business organization since, due to a material error, the name of the accountant appointed as auditor was not specified.

ITEM TWO: Decide over the amendment of **CLAUSE FIFTEEN** of the Bylaws of the business organization.

ITEM THREE: Decide over the correction of the number of **CLAUSE SEVENTEEN** of the Bylaws of the business organization since a material correction was made therein.

SECTION TWO
RESOLUTIONS MADE AT THE MEETING

After discussing the items submitted to their consideration, the Shareholders gathered in this special meeting decide as follows:

ITEM ONE: Concerning **ITEM ONE**, the shareholders gathered in this regular meeting decide to correct the material error stated in **CLAUSE FIFTEEN** of the Bylaws of the business organization since, due to a material error, the name of the accountant appointed to hold the position of auditor failed to be included. The accountant appointed to hold this position is **ROSA VIRGINIA GORRIN GONZALEZ**, Venezuelan, Certified Public Accountant registered under No. **75,642**, of age, holder of Identity Card No. V-**15.153.692.**

ITEM TWO: Concerning **ITEM TWO,** the shareholders gathered in this regular meeting decide to amend **CLAUSE FIFTEEN** of the Bylaws of the business organization which will now read as follows: The following appointments are made: Citizen **JUAN RODRIGUEZ**, Venezuelan, of age, domiciled in this city, married and holder of Identity Card No. **V-5.979.828** has been appointed to hold the position of President, and citizen **MERCEDES SOTO**, Venezuelan, of age, domiciled in this city, married and holder of Identity Card No. **V-6.919.084** has been appointed to hold the position of Vice President. **ROSA VIRGINIA GORRIN GONZALEZ**, Venezuelan, Certified Public Accountant registered under No. **75,642**, of age, holder of Identity Card No. V-**15.153.692** is appointed to act as Auditor.

ITEM THREE: Concerning **ITEM THREE**, the shareholders gathered in this regular meeting decide to correct the number of **CLAUSE SEVENTEEN** because, due to a material error, a number was skipped and the correct number should be **CLAUSE SIXTEEN**. Therefore, **CLAUSE SIXTEEN** will read exactly the same as the former **CLAUSE SEVENTEEN**, as follows: For any matters not considered in this document, the provisions of the Commercial Code will be followed. The shareholders hereby empower citizen **JOSÉ JUAN VALENZUELA CASTILLO**, Venezuelan, of age, domiciled in this city, and holder of Identity Card No. **V-5.968.850**, respectively, to file the Articles of Incorporation and Bylaws of the company with the Commercial Registry government agency and to obtain from centralized and decentralized national, state and municipal authorities the licenses required for the company's economic activity.

Having dealt with all the items on the agenda, the minutes of this Special Meeting were recorded and citizen **JOSE JUAN VALENZUELA CASTILLO**, Venezuelan, of age, domiciled in this city, and holder of Identity Card No. **V-5.968.850** was authorized to meet the legal requirements concerning the submittal, filing and publication of these Minutes of the Special Shareholders Meeting with the pertinent Commercial Registry to that end. I, **JUAN RODRIGUEZ**, having been identified above and acting in my capacity as **CHAIRMAN** of the company, attest that the minutes are a true and accurate copy of its original recorded in the Book of Shareholders Meeting Minutes of the company.

JUAN RODRIGUEZ

MERCEDES SOTO

CERTIFIED TRANSLATION
PREPARED BY
SEVEN LANGUAGES, INC.