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(Address)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
17 JUN -1 PM 3:16

M. MILLIGAN
JUN 01 2017

FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 1, 2017

PAOLA JANETH DIAZ
TRAMITES INMIGRACION USA CORP
18565 SW 104 AVE
MIAMI, FL 33157

SUBJECT: SERVICIOS ADUANALES D.C., C.A. CORP
Ref. Number: W17000046205

We have received your document for SERVICIOS ADUANALES D.C., C.A. CORP and check(s) totaling $87.50. However, your check(s) and document are being returned for the following:

You have enclosed with your filing a consent letter for use of the same name as a Florida corporation. Unfortunately, a corporation cannot give consent to another corporation to use the same name. However, because the name in Venezuela includes "C.A" the name is considered to be different and a consent letter is not required and will not be part of the filing.

Please correct #4 of the application to include the date of incorporation in the jurisdiction of formation.

It appears that the date entered in #6 of the application is the date that the Florida corporation was incorporated, but is intended for the date the foreign entity first transacted business in Florida.

If no business has been transacted, please remove such date. Otherwise, the foreign entity would owe a civil penalty fee of $650.

The signature and printed name of person signing in #12 and #13 must be the same.

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) 245-6051.

Michelle Milligan
Senior Section Administrator

Letter Number: 017A00010971

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SERVICIOS ADUANALES D.C. CORP
Name of corporation - must include suffix

Dear Sir or Madam:

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

Please return all correspondence concerning this matter to the following:

PAOLA JANETH DIAZ
Name of Person

TRAMITES INMIGRACION USA CORP
Firm/Company

18565 SW 104 AVENUE
Address

MIAMI FL 33157
City/State and Zip code

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

For further information concerning this matter, please call:

Name of Person		Area Code	Daytime Telephone Number
PAOLA JANETH DIAZ	at	(786)	5198907

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

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

Enclosed is a check for the following amount:

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

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

1. SERVICIOS ADUANALES D.C. C.A CORP
(Enter name of corporation: must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")

SERVICIOS ADUANALES D.C 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. 32-0514774
(FEI number, if applicable)

4. 05/11/2017
(Date of incorporation)

5. ______
(Date of duration, if other than perpetual)

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

7. CALLE 100 SABANETA 00051 CENTRO COMERCIAL AEREOPUERTO LOCAL 2B MARACAIBO EDO ZULIA
(Principal office address)

18565 SW 104 AVENUE MIAMI FL 33157
(Current mailing address, if different)

FILED
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DIVISION OF CORPORATIONS
17 JUN -1 PM 3: 16

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

Name: PAOLA JANETH DIAZ

Office Address: 18565 SW 104 AVENUE

MIAMI, Florida 33157
(City) (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.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED
17 JUN -1 PM 3:16

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

A. DIRECTORS

Chairman: DIONY CASANOVA 14331 SW 120 ST 204 MIAMI FL 33186

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: DIONY CASANOVA 14331 SW 120 ST 204 MIAMI FL 33186

Address:

Vice President:

Address:

Secretary:

Address:

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 11 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. Diony Casanova

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

AUTHORIZATION OF POWER

I, DIONY CASANOVA, in character of president and owner of SERVICIOS ADUANALES D.C. CORP with main office in street 14331 SW 120 ST 204 MIAMI FL 33186, and with new Branch, in 18565 SW 104 AVENUE, Miami Fl 33157, Incorporated in USA 11/21/2016.

I , Authorize PAOLA JANETH DIAZ , a fine of paperwork and handle correspondence with all topics related to this topic.

Letter Issued on the 05/18/2017.

Firm.

DIONY CASANOVA

I, Paola Janeth Diaz, certify that I am fluent (conversant) in the English and Spanish languages and that the above/attached document is an accurate translation of the document attached

Signature: Paola Diaz

Name: Paola Diaz

Date: 05/18/2017

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

SERVICIO AUTÓNOMO DE REGISTROS Y NOTARÍAS.
REGISTRO MERCANTIL PRIMERO DEL ESTADO ZULIA

RM No. 483
207° y 158°

Abog. XIOMARA GARCIA VEGA, Registradora Mercantil Primera Auxiliar del Estado Zulia

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: **33-A RM1.**. Número: **9** del año **2017**, así como La Participación, Nota y Documento que se copian de seguida son traslado fiel de sus originales, los cuales son del tenor siguiente:

483-7533

ESTE FOLIO PERTENECE A:
SERVICIOS ADUANALES D.C., C.A
Número de expediente: **483-7533**

SAREN

Ciudadano (a)

REGISTRADOR (A) MERCANTIL PRIMERO DE LA CIRCUNSCRIPCION JUDICIAL DEL ESTDO ZULIA.

Su Despacho.-

Yo, **JONAS JOSE SARAPINAS**, venezolano, mayor de edad, portador de la Cedula de Identidad N° **5.065.314** y de este domicilio, ante usted ocurro muy respetuosamente, para exponer y solicitar.

Mediante la presente, consigno **ACTA CONSTITUTIVA Y ESTATUTOS SOCIALES DE LA COMPAÑÍA ANONIMA "SERVICIOS ADUANALES D.C., C.A."** a los fines de su fijación e inscripción en el Registro Mercantil a su digno cargo.

Asimismo solicito se sirva expedirme tres (3) copias certificadas de la presente acta a los fines de su publicación.-

Es Justicia, en Maracaibo, a la fecha cierta de su presentación

5065314

REPÚBLICA BOLIVARIANA DE VENEZUELA

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

SERVICIO AUTÓNOMO DE REGISTROS Y NOTARÍAS.
REGISTRO MERCANTIL PRIMERO DEL ESTADO ZULIA

RM No. 483
207° y 158°

Municipio Maracaibo, 11 de Mayo del Año 2017

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 INGRID DEL CARMEN PARRA FERRER IPSA N.: 235321, se inscribe en el Registro de Comercio bajo el Número: **9**, TOMO **-33-A RM1.**. Derechos pagados **BS: 57.950,00** Según Planilla RM No. **48300097190**, Banco No. **2.1216** Por **BS: 50.420,00**. La identificación se efectuó así: **JONAS JOSE SARAPINAS PORTILLO**, C.I: **V-5.065.314.**

Abogado Revisor: **ANA CLARA MORON HENRIQUEZ**

La presente inscripción se anticipó por urgencia jurada conforme al artículo 28 de la Ley del Registro Público y del Notariado.

Registradora Mercantil Primera Auxiliar del Estado Zulia
FDO. Abog. XIOMARA GARCIA VEGA

ESTA PÁGINA PERTENECE A:
SERVICIOS ADUANALES D.C., C.A
Número de expediente: **483-7533**
CONST

Ingrid Parra
ABOGADA
INPREABOGADO N° 235.321
COLEGIO N° 25218

ACTA CONSTITUTIVA Y ESTATUTOS SOCIALES DE LA SOCIEDAD MERCANTIL "SERVICIOS ADUANALES D.C., C.A."

Nosotros **DIONY ALBERTO CASANOVA, MAYGLEN JOHANA CEGARRA ALVAREZ Y NELSON EDDY FERNANDEZ QUINTERO**, venezolanos, mayores de edad, identificados con las cédulas de identidad Nos. **V.- 7.788.113, V.- 12.620.493** y V.- **9.783.915** respectivamente, con domicilio en el Municipio San Francisco del Estado Zulia, por medio del presente documento declaramos: Que hemos convenido constituir como efecto lo hacemos una Compañía Anónima, las cuales regirá por las disposiciones legales pertinentes y por las cláusulas que se determinan a continuación.

TITULO 1 DENOMINACIÓN, DOMICILIO, OBJETO Y DURACIÓN

ARTICULO PRIMERO: La sociedad se denominará **SERVICIOS ADUANALES D.C., C.A.**

ARTICULO SEGUNDO: El domicilio principal de la sociedad será en calle 100 Sabaneta 00051 Centro Comercial Aeropuerto local 2Ben jurisdicción de la Parroquia Cecilio Acosta Municipio Maracaibo del Estado Zulia; pudiendo establecer, agencias, sucursales, u oficinas en cualquier parte del territorio Nacional o en el Exterior.

ARTICULO TERCERO: El objeto de la sociedad mercantil consistirá comercio Internacional de bienes y mercancías, entre las cuales están: la realización de trámites aduanales igualmente podrá dedicarse a toda actividad de lícito comercio que tenga relación directa e indirecta con el objeto de la sociedad mercantil y sea necesario a su giro sin más limitaciones que las establecidas por la ley o decisión de la Asamblea.

ARTICULO CUARTO: La duración de la sociedad será de veinte (20) años, contados a partir de su inscripción en el Registro Mercantil correspondiente, pudiendo prorrogarse por acuerdo de los accionistas. Antes de la expiración del término acordado en esta cláusula.

TITULO II CAPITAL SOCIAL, DISTRIBUCIÓN Y APORTES

ARTICULO QUINTO: El Capital Social de la compañía será de **CINCO MILLONES DE BOLIVARES (Bs. 5.000.000,00)**, dividido en CINCO MIL (5.000), acciones nominativas, con un valor de **MIL BOLIVARES (Bs. 1.000,00)**

ARTICULO SEXTO: Dicho capital ha sido totalmente suscrito y pagado, de la siguiente manera: el ciudadano **DIONY ALBERTO CASANOVA RODRIGUEZ**, ha suscrito y pagado la cantidad de **DOS MIL QUINIENTAS (2.500)**, por un valor de **MIL BOLIVARES (Bs. 1.000,00)**

cada una, pagando la cantidad de **DOS MIL QUINIENTOS MILLONES DE BOLIVARES (Bs. 2.500.000,00)** y la ciudadana **MAYGLEN JOHANA CEGARRA ALVAREZ** ha suscrito y pagado la cantidad de **DOS MIL ACCIONES** por un valor de **MIL BOLIVARES (Bs. 1.000,00)** cada una, pagando la cantidad de **DOS MILLONES DE BOLIVARES (Bs. 2.000.000,00)** y **NELSON EDDY FERNANDEZ QUINTERO** ha suscrito y pagado la cantidad de **QUINIENTAS ACCIONES** por un valor de **MIL BOLIVARES (Bs. 1.000,00)** cada una pagando la cantidad de **QUINIENTOS MIL BOLIVARES (Bs. 500.000,00)** quienes en conjunto con las suscripciones y aportes antes señalados, representan el cien por ciento (100%) de la totalidad del Capital Social de la Compañía que ha sido pagado totalmente por sus accionistas según se evidencia de balance contable que se aporta en este acto para ser agregado al expediente de la compañía Anónima.

TITULO III DE LA JUNTA DIRECTIVA Y ADMINISTRACIÓN DE LA SOCIEDAD

ARTICULO SEPTIMO: La sociedad será representada y administrada por una Junta Directiva, conformada por miembros denominados PRESIDENTE, VICEPRESIDENTE Y UN GERENTE GENERAL, quienes podrán ser socios o no, dicha Junta Directiva tendrá una duración de diez (10) años, pudiendo ser reelegidos por un periodo igual y ser removidos antes de cumplirse dicho lapso, sí así lo deciden los accionistas.

ARTICULO OCTAVO: El presidente y el Vicepresidente ejercerán la máxima representación de la sociedad y ésta quedará legal y válidamente afectada ante terceros, mediante la firma única de este, en cualquier documento bien sea público o privado. - En consecuencia, está facultado para celebrar cualquier tipo de negociación, contratos. Inclusive, el de arrendamiento por más de dos (2) años; representar la sociedad ante cualquier autoridad y terceros; librar, aceptar, avalar y endosar letras de cambio, cheques, pagarés y en fin cualquier efecto de comercio; abrir, movilizar y cerrar cuentas bancarias, recibir cantidades de dinero en préstamo, recibiendo y dando las garantías que fuesen necesarias; constituir toda clase de garantías, fianzas, avales, prendas, hipotecas a favor de terceros; constituir toda clase de apoderados con las facultades que creyere convenientes y revocar tales mandatos; constituir factores mercantiles; designar, remover y fijar sus remuneraciones y atribuciones al personal obrero y administrativo; vender, enajenar, gravar y permutar toda clase de bienes muebles e inmuebles de la compañía sin ninguna limitación y en general, ejercer todas las atribuciones de la sociedad, ya que las facultades anteriormente enunciadas sólo tienen su carácter y en ningún caso son taxativas ni limitativas.-

ARTICULO NOVENO: El Gerente General tendrá las más amplias facultades de administración y disposición de los bienes e intereses de la compañía. Y entre las atribuciones le corresponde ejercer las pautadas en los estatutos de la empresa tales como; Representara a la compañía, tanto judicial como extrajudicialmente, en toda clase de actos y contratos. Podrá designar u más administradores con las facultades limitadas en los respectivos documentos de mandato, los cuales deberán ser legalizados. Igualmente podrá constituir en los documentos de mandato, muy particularmente las facultades especiales que señala el Código Civil Venezolano. De igual manera, el Gerente-General, le corresponde entre otras las siguientes atribuciones a) Decretar los gastos generales y, elaborar los presupuestos para cada ejercicio económico b) Designar uno o más gerentes o factores mercantiles para la gestión diaria de la compañía, señalándose sus atribuciones y obligaciones c) Contratar y remover a los empleados y obreros cuando fuese necesario, y fijarles sus remuneraciones, así como labores y obligaciones. d) Otorgar cualquier documento que estime necesario o conveniente para el buen funcionamiento y representación de la compañía.

TITULO IV DE LAS ACCIONES Y DE LAS ASAMBLEAS

ARTICULO DECIMO: Las acciones o títulos deberán ser firmadas por los miembros de la Junta directiva.- Cada acción corresponde a un voto en la Asamblea. Dando iguales derechos a sus titulares.- En caso de venta y/o traslado de las acciones, los demás tendrán el derecho preferente para la adquisición de las mismas, en igualdad de condiciones y proporción al número que posean, es decir, dos mil (2.500) acciones el accionista **DIONY ALBERTO CASANOVA RODRIGUEZ,** dos mil (2.000) acciones para la accionista **MAYGLEN JOHANA CEGARRA ALVAREZ** y quinientas (500) acciones el accionista **NELSON EDDY FERNANDEZ QUINTERO** para un total de CINCO MIL (5.000) acciones, lo cual representan la totalidad del capital social de la compañía anónima.

ARTICULO DECIMO PRIMERO: La suprema dirección de la sociedad residirá en la Asamblea de Accionistas, cuyas decisiones serán de carácter obligatorio, aún para los accionistas que no hayan participado en la Asamblea. Los Accionistas podrán hacerse representar en las Asambleas, por apoderados o por cualquier otra persona, para la cual deberá extender la correspondiente autorización o carta poder.

ARTICULO DECIMO SEGUNDO: Las Asambleas, como órgano deliberante, podrán ser ordinarias o extraordinarias, tomándose los acuerdos y resoluciones, por mayoría absoluta. Las Asambleas Generales Ordinarias se celebrarán cuarenta (45) días después de la culminación de cada ejercicio económico. Las Asambleas Generales Extraordinarias se efectuaran cuantas veces lo requieran los intereses de la sociedad.-

ARTICULO DECIMO TERCERO: Cuando fuese necesaria una Asamblea, la misma deberá ser convocada por cualquier medio de comunicación, que pruebe y asegure la autencidad de la declaración de voluntad de cada uno de los accionistas, por lo menos, con cinco (5) días de anticipación a la celebración de la misma. Dicho requisito será omitido, cuando se encuentren reunidas en asambleas, el cien por ciento (100%) de las acciones. Así mismo los accionistas depositarán en la caja social de la compañía la cantidad de dos (2) acciones según el At. 244 del código de Comercio.

TITULO V DEL EJERCICIO ECONOMICO, BALANCE Y UTILIDADES

ARTICULO DECIMO CUARTO: El ejercicio económico de la sociedad comenzará el 01 de Enero de cada año y culminará el día 31 de Diciembre del mismo año. El primer ejercicio económico de la sociedad, se iniciará a partir de su inscripción en el Registro Mercantil correspondiente y culminara el día 31 de Diciembre del mismo año.-

ARTICULO DECIMO QUINTO: Al final de cada ejercicio económico se harán cortes de cuentas, levantándose el Balance General del año, la liquidación de Ganancias y Pérdidas y el inventario de los bienes de la compañía. Verificado el balance, las utilidades liquidas de cada período se repartirán así: a) El cinco por ciento (5%), por lo menos, al Fondo de Reserva Legal, establecido en el Artículo 262 del Código de Comercio vigente, hasta alcanzar el diez por ciento (10%) del Capital Social. b) Cualquier otro apartado que disponga la Asamblea General d Accionistas, o los miembros autorizados de la Junta Directiva en las modalidades acordadas de la cláusula.- c) El remanente será distribuido entre los accionistas en forma de dividendos, en la oportunidad y medidas que establezca la Junta Directiva de la sociedad.-

TITULO VI DEL COMISARIO Y SUS ATRIBUCIONES

ARTICULO DECIMO SEXTO: La Compañía tendrá un Comisarios Principal, quién durará en sus funciones cinco (5) años, pudiendo ser reelecto por el mismo período de tiempo y quien podrá ser removida antes del tiempo señalado anteriormente, si así lo acordase la Asamblea General de Accionistas, quien tendrá las obligaciones y atribuciones establecidas en el Código de Comercio vigente y demás leyes que rijan la materia.

TITULO VII DE LAS DESIGNACIONES Y DISPOSICIONES FINALES

ARTICULO DECIMO SEPTIMO: Se designa como **PRESIDENTE** al ciudadano **DIONY ALBERTO CASANOVA RODRIGUEZ,** venezolano, mayor de edad, Identificado con la cédula de Identidad personal Nº **7.788.113** y domiciliado en el Municipio Maracaibo del Estado Zulia como **VICE PRESIDENTE** a la ciudadana **MAYGLEN JOHANA CEGARRA ALVAREZ** venezolana, mayor de edad, identificada con la cédula de identidad Nº **V-12.620.493,** de igual domicilio Y COMO **GERENTE GENERAL** al ciudadano **NELSON EDDY FERNANDEZ QUINTERO,** venezolano, mayor de edad, Identificado con la cédula de identidad Nº **V.-5.822.238** de igual domicilio.

ARTICULO DECIMO OCTAVO: Se designa para el primer periodo de cinco (5) años como **COMISARIO** a la ciudadana **Lic. INGRID MARIA GÓMEZ**, venezolana, mayor de edad, identificada con la cédula de identidad **Nº V-5.822.238**, inscrita por ante el Colegio de Contadores Públicos del Estado Zulia, bajo el **Nº 30.065** y domiciliada en la ciudad y Municipio Autónomo de Maracaibo del Estado Zulia.

ARTICULO DECIMO NOVENO: Se autoriza suficientemente al ciudadano **JONAS JOSE SARAPINAS**, venezolano, mayor de edad, portador de la Cédula de Identidad **Nº 5.065.314** y de igual domicilio, para que pueda realizar por ante el Registro Mercantil correspondiente, todas las diligencias relacionadas con la presentación, fijación, inscripción y publicación de la presente Acta Constitutiva – Estatutos Sociales, así mismo queda autorizado para que una vez inscrita la Compañía Anónima ante el Registro Mercantil correspondiente, pueda también formalizar su inscripción ante el Servicio Integrado de Administración Tributaria **(SENIAT)**, Instituto Nacional de Capacitación y Educación Socialista **(INCES)**, Ministerio de Poder Popular para El Trabajo y la Seguridad Social **(MINPTRASS)**, Banco Nacional de Vivienda y Hábitat **(BANAVIH)**, Instituto Venezolano del Seguro Social **(IVSS)** y el Servicio Desconcentrado de Administración Tributaria del Municipio San Francisco **(SEDEBAT)** del Estado Zulia.

Y Nosotros DIONY ALBERTO CASANOVA RODRIGUEZ, MAYGLEN JOHANA CEGARRA ALVAREZ Y NELSON EDDY FERNANDEZ QUINTERO ya identificados, DECLARAMOS BAJO FE DE JURAMENTO, que los capitales, bienes, haberes valores o títulos del acto o negocio jurídico a objeto de CONSTITUIR UNA COMPAÑÍA, proceden de actividades licitas, lo cual puede ser corroborado por los organismos competentes y no tienen relación alguna, con dinero, capitales, bienes haberes, valores o títulos que se consideren producto de las actividades o acciones ilícitas contempladas en la Ley Orgánica contra la delincuencia organizada y financiamiento al terrorismo y/o en la Ley Orgánica de Drogas

MUNICIPIO MARACAIBO, 11 DE MAYO DEL AÑO DOS MIL DIECISIETE (FDOS.) **JONAS JOSE SARAPINAS PORTILLO**, **Abog. XIOMARA GARCIA VEGA** SE EXPIDE LA PRESENTE COPIA CERTIFICADA DE PUBLICACIÓN SEGÚN PLANILLA NO. : **483.2017.2.1216**

Abog. XIOMARA GARCIA VEGA
Registradora Mercantil Primera Auxiliar del Estado Zulia

REGISTRO MERCANTIL PRIMERA DE LA CIRCUNSCRIPCION JUDICIAL DEL ESTADO ZULIA. Maracaibo, 11 de 5 de 2017. De conformidad con lo establecido en la Ley de Timbre Fiscal del Edo. Zulia, Publicada en la Gaceta Oficial del Edo. Zulia No. 1452 del 20-12-2010, se han cancelado los Derechos del Fisco Regional y Timbres Fiscales correspondientes al Trámite de Registro No. 212 16 con planilla de depósito bancario No. 4638137719 del Banco BOD por un monto de Bs. 57.824 en fecha 10-5-17

BOLIVARIAN REPUBLIC OF VENEZUELA

** MINISTRY OF THE PEOPLE'S POWER FOR INDIVIDUAL RELATIONS AND JUSTICE**

AUTONOMOUS SERVICE OF
RECORDS AND NOTARIES.
FIRST MARKET REGISTRY OF
THE ZULIA STATE

RM N°483
207° Y 158°

ATTORNEY. XIOMARA GARCIA VEGA, Commercial Registrar First Auxiliary of the State of Zulia

C E R T I F I E S

That the entry of Trade Record Transcribed below, whose original is inscribed in the Tome: 33-A RM1. Number: 9 of the year 2017, as well as the Participation, Note and Document that are copied next are faithful transfer of their originals, which are of the following tenor:

483-7533

THIS FOLIO BELONGS TO:
CUSTOMS SERVICE D.C, C.A
File number: 483-7533

SAREN

Citizen

FIRST MARKET REGISTER OF JULY CIRCUMSCRIPTION OF STATE ZULIA

His office.-

I, JONAS JOSER SARAPINAS, Venezuelan, of legal age, bearer of identity card N ° 5.065.314 and of this address, before you, very respectfully, to present and request.

By means of the present, consignee **CONSTITUTIVE ACT and SOCIAL STATUTES OF ANONYMOUS COMPANY "CUSTOMS SERVICES D.C, C.A"** for the purpose of its fixation and registration in the Mercantile Register to his worthy position.

I request you to send me 3 certified copies of these minutes for the purpose of your publication.

It is Justice, in Maracaibo, to the certain date of its presentation

5065314

BOLIVARIAN REPUBLIC OF VENEZUELA

** MINISTRY OF THE PEOPLE'S POWER FOR INDIVIDUAL RELATIONS AND JUSTICE**

AUTONOMOUS SERVICE OF
RECORDS AND NOTARIES.
FIRST MARKET REGISTRY OF
THE ZULIA STATE

RM N°483
207° Y 158°

Municipality Maracaibo, May 11, 2017

For presented the previous participation. Complying with the requirements of the Law, register with the Mercantile Registry together with the document presented; Fix and publish the respective entry; Form the file of the company and file original together with the copy of the Statutes and other receipts accompanied. Issue the publication copy. The previous document drawn up by INGRID DEL CARMEN PARRA FERRER IPSA No. 235321, is registered in the trade register under the number: 9, TOME **-33-A RM1**. Paid Rights **BS: 57,950.00** According to RM Plan **No. 48300097190**, Bank **No. 2.1216** By **BS; 50.420.00** The identification was made as follows: **JONAS JOSE SARAPINAS PORTILLO**, C.I **V- 5.065.314**
Attorney Reviewer: **ANA CLARA MORON HENRIQUEZ**

The present registration is advanced by sworn urgency according to article 28 of the Law of the Public Registry and Notary.

Commercial Registrar First Assistant of State Zulia
FDO. Attorney XIOMARA GARCIA VEGA

THIS FOLIO BELONGS TO:
CUSTOMS SERVICE D.C, C.A
File number: 483-7533

Ingrid Parra
ABOGADA
INPREABOGADO N° 235.321
COLEGIO N° 25218

CONSTITUTIONAL ACT AND SOCIAL STATUTES OF THE MERCANTIL SOCIETY "CUSTOMS SERVICES D.C, C.A"

We, DIONY ALBERTO CASANOVA, MAYGLEN JOHANA CEGARRA ALVAREZ AND NELSON EDDY FERNANDEZ QUINTERO, Venezuelans, adults, identified with identity cards N ° V-7.788.113, V-12.620.493 and V-9.783.915 respectively, domiciled In the Municipality of San Francisco of the State of Zulia, hereby declare: that we have agreed to constitute as effect an Anonymous Company, which shall govern by the pertinent legal provisions and by the clauses that are determined below.

TITLE 1 DENOMINATION, ADDRESS, OBJECT AND DURATION

ARTICLE FIRST: The Company will be called **CUSTOMS SERVICES D.C, C.A**

ARTICLE SECOND: The main address of the company will be in street 100 sabaneta 00051 commercial center 2B local airport in jurisdiction of the parish Cecilio Acosta Maracaibo Municipality of Zulia State; Being able to establish, agencies, branches, or offices in any part of the National territory or Abroad.

ARTICLE THREE: The object of the mercantile society shall consist of international trade in goods and merchandise, among which are: the carrying out of customs procedures may equally be devoted to any activity of lawful commerce that has direct and indirect relation with the object of the mercantile society and is necessary to Its rotation without more limitations than those established by law or the Assembly's decision.

ARTICLE FOUR: The duration of the company will be Twenty (20) years, counted from its inscription in the corresponding Mercantile Register, being able to be extended by agreement of the shareholders. Before the expiration of the term agreed in this clause.

TITLE II CAPITAL, DISTRIBUTION AND CONTRIBUTIONS

ARTICLE FIFTH: The share capital of the company will be **FIVE MILLION BOLIVARES (Bs. 5,000,000.00)**, divided into **FIVE THOUSAND (5,000)** registered shares, with a value of **1,000 BOLIVARES (Bs. 1,000.00)**

ARTICLE SIX: This capital has been fully subscribed and paid as follows: the citizen **DIONY ALBERTO CASANOVA RODRIGUEZ**, has subscribed and paid the amount of **TWO THOUSAND FUNDS (2,500)** for a value of **ONE THOUSAND BOLIVARES (B.s 1,000.00)**

Each one, paying the sum of **TWO THOUSAND FIVE HUNDRED MILLION BOLIVARES (Bs 2,500,000.00)** and the citizen **MAYGLENN JOHANA CEGARRA ALVAREZ** has subscribed and paid the amount of **TWO THOUSAND SHARES** for a value of **THOUSAND BOLIVARS (Bs.1,000.00)** Each paying the amount of **TWO MILLION BOLIVARES (Bs. 2,000,000.00)** and **NELSON EDDY FERNANDEZ QUINTERO** has subscribed by paying the amount of **FIVE HUNDRED SHARES** for a value of **ONE THOUSAND BOLIVARES (Bs 1,000.00)** each paying the Amount of **FIVE HUNDRED THOUSAND BOLIVARS (Bs.500.000,00)** who, together with the subscriptions and contributions mentioned above, represent 100% of the total capital stock of the company that has been fully paid by its shareholders according to Evidence of accounting balence that is contributed in this act to be added to the file of the company.

TITLE III OF THE BOARD OF DIRECTORS AND ADMINISTRATION OF THE COMPANY

ARTICLE SEVEN: The company will be represented and managed by a Board of Directors, made up of members called PRESIDENT, VICE PRESIDENT AND A GENERAL MANAGER, who may or may not be partners, the Board of Directors will have a term of ten (10) years and may be re-elected for an equal period Or be removed before said lapse, if so decided by the shareholders.

ARTICLE EIGHT: The president and vice-president will exercise the maximum representation of the company and it will be legally and validly affected by third parties, through the sole signature of this, in any document whether public or private.- Consequently, it is authorized to enter into any type of negotiation, Contracts. Including, lease for more than two (2) years; Represent the holding company any authority and third parties; To open, to mobilize and to close bank accounts, to receive amounts of money in loan, receiving and giving the guarantees that they were necessary, to receive, to guarantee and to endorse bills of exchange, checks, to pay and, finally, any effect of commerce; Constitute all kinds of guarantees, guarantees, guarantees, garments, mortgages in favor of third parties; Constitute mandates; To constitute all kinds of proxies with the powers that it deems convenient and to revoke such mandates; Constitute mercantile factors, designate, remove and fix their remunerations and attributions to the workers and administrative personnel; Sell, transfer, encumber and exchange all kind of movable and immovable property of the company without any limitation and in general, to exercise all the attributions of the society, since the faculties previously mentioned are only their character and in no case are they Neither limitative nor limitative.-

ARTICLE NINE: The General Manager shall have the broadest powers of administration and disposition of the assets and interests of the company and between the Attributions are responsible for exercising the guidelines in the statutes of the company such as; Represent the company, both judicially and extra judicially, in all kinds of acts and contracts. It may appoint one or more administrators with limited powers in the respective mandate documents, which must be legalized. Likewise, it will be able to constitute in the documents of mandate, in particular the special powers that the Venezuelan civil code indicates. Likewise, the General Manager has the following attributions, among others: a) Decree general expenses and prepare the budgets for each economic year b) Designate one or more managers or commercial factors for the daily management of the company, indicating their attributions and Obligations c) To hire and remove the employees and workers when necessary, and fix their remunerations, as well as duties and obligations d) Grant any document deemed necessary or convenient for the proper functioning and representation of the company.

TITLE IV OF THE ACTIONS AND ASSEMBLIES

ARTICLE SEVEN: The shares or titles must be signed by the members of the Board of Directors.- Each action corresponds to one vote in the Assembly. Giving equal rights to their owners.- In case of sale and / or transfer of shares, the others will have the preferential right to acquire them, in equal conditions and proportion to the number they own, that is, two thousand 2,500) shares the shareholder DIONY ALBERTO CASANOVA RODRIGUEZ. Two thousand (2,000) shares for the shareholder MAYGLEN JOHANA CEGARRA ALVAREZ and five hundred (500) shares the shareholder NELSON EDDY FERNANDEZ QUINTERO for a total of FIVE THOUSAND (5,000) shares, which represent the total share capital of the anonymous company.

ARTICLE ELEVEN: The supreme management of the company will reside in the Assembly of Shareholders, whose decisions will be mandatory, even for shareholders who have not participated in the Assembly. The Shareholders may be represented at the Assemblies, by proxy or by any other person, for which they must extend the corresponding authorization or power of attorney.

ARTICLE TWELFTH: The Assemblies, as deliberative organ, may be ordinary or extraordinary, taking the agreements and resolutions, by absolute majority. The Ordinary General Assemblies shall be held forty (45) days after the end of each fiscal year. The Extraordinary General Meetings shall be held as often as the interests of the company require.

ARTICLE THIRTEEN: When an Assembly is necessary, it shall be convened by any means of communication, proving and assuring the authenticity of the declaration of will of each of the shareholders, at least five (5) days Of anticipation to the celebration of the same. Said requirement shall be omitted, when assembled in assemblies, one hundred percent (100%) of the shares. Likewise the shareholders will deposit in the company's social fund the amount of two (2) shares according to At. 244 of the code of commerce.

TITLE V FINANCIAL YEAR, BALANCE AND UTILITIES

ARTICLE FOURTEENTH: The economic exercise of the society will begin on January 1 of each year and will end on December 31 of the same year. The first fiscal year of the company, will start from its inscription in the corresponding Mercantile Register and will end on December 31 of the same year.-

ARTICLE FIFTEEN: At the end of each financial year, they will cut accounts, raising the General Balance of the Year, the Liquidation of Profits and Losses and the inventory of the company's assets. Once the balance has been verified, the net profits of each period shall be distributed as follows: a) five percent (5%), at least, to the Legal Reserve Fund, established in Article 262 of the current Commercial Code, B) Any other section that the General Assembly of Shareholders or the authorized members of the board of directors may decide in the agreed modalities of the clause. C) The remainder shall be distributed among the shareholders in a form Of dividends, in the opportunity and measures established by the board of directors of the company .-

TITLE VI OF THE COMMISSIONER AND ITS ALLOCATIONS

ARTICLE SIXTY SIX: The company will have a Chief Steward, who will serve for five (5) years, being able to be reelected for the same period of time and who may be removed before the time indicated above, if so agreed by the General Shareholders Meeting, who will have The obligations and attributions established in the current Trade Code and other laws governing the matter.

TITLE VII OF DESIGNATIONS AND FINAL PROVISIONS

ARTICLE SEVENTEENTH: The **PRESIDENT** is designated as Citizen **DIONY ALBERTO CASANOVA RODRIGUEZ**, Venezuelan, identified with the personal identity card **No. 7.788.113** and domiciled in the Maracaibo municipality of Zulia state as **VICE PRESIDENT** to the citizen **MAYGLEN JOHANA CEGARRA ALVAREZ** Venezuelan, identified with ID **No. 12.620.493,** shall be the same address and as **GENERENT GENERAL** to the citizen **NELSON EDDY FERNANDEZ QUINTERO** Venezuelan ,identified with identity card **N ° 5.822.238** of the same address

ARTICLE EIGHTEENTH: The first five (5) year term is designated as a **COMMITTEE** to **INGRID MARIA GOMEZ**, a Venezuelan citizen identified with identity card No. **5.822.238**, registered before the public accounting college of the state of Zulia under **No. 30.065** And domiciled in the city and municipality Autonomous of Maracaibo state Zulia.

ARTICLE NINETEEN: The citizen **JONAS JOSE SARAPINAS**, a Venezuelan citizen with identity card **N ° 5.065.314**, is authorized sufficiently to be able to make, before the corresponding Commercial Registry, all the proceedings related to the filing, filing, registration and publication Of this Constitutive Act - Social Bylaws, it is also authorized that once registered the Company before the corresponding Commercial Registry, may also formalize its registration before the Integrated Tax Administration Service **(SENIAT)** National Institute of Training and Socialist Education **(INCES),** the Ministry of Popular Power for Labor and Social Security **(MINPTRASS),** the National Housing and Habitat Bank **(BANAVIH),** the Venezuelan Social Security Institute **(IVSS)** and the Understated Tax Administration Service of the Municipality of San Francisco **(SEDEBAT).** Zulia state.

And we DENY ALBERTO CASANOVA ROGRIGUEZ, MAYGLEN JOHANA CEGARRA ALVAREZ AND NELSON EDDY FERNANDEZ QUINTERO already identified, WE DECLARE UNDER OATH OF OATH that the capitals, assets, securities or titles of the legal act or business in order to CONSTITUTE A COMPANY, come from legal activities , Which can be corroborated by the competent bodies and have no relation whatsoever with money, capital, assets, securities or securities that are considered to be the product of the illegal activities or actions contemplated in the organic law against organized crime and financing of terrorism And / or in the organic law of drugs.

MUNICIPAL MARACAIBO, MAY 11 OF THE YEAR 2016 (FDOS) **JONAS JOSE SAPARINAS PORTILLO**, Lawyer. **XIOMARA GARCIA VEGA** THIS CERTIFIED COPY OF PUBLICATION IS EXPEDED ACCORDING TO THE FORM **N ° 483.2017.2.1216**

Attorney XIOMARA GARCIA VEGA

Commercial Registrar First Assistant of State Zulia

I, Paola Diaz, certify that I am fluent (conversant) in the English and Spanish languages and that the above/attached document is an accurate translation of the document attached entitled Birth Certificate.

Signature: ______________________________

Name: ______________________________

Date: ______________________________