

H19000001224 44

Florida Department of State
Division of Corporations
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((H19000001224 3)))



H190000012243ABCT

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To:
Division of Corporations
Fax Number : (850)617-6383

From:
Account Name : GBS CONSULTANTS, INC.
Account Number : I20050000012
Phone : (954)659-8835
Fax Number : (954)301-0417

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: jnachotell@aol.com

FILED
19 JAN -2 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

Proytel Solutions, SAS, Corp.

Certificate of Status	0
Certified Copy	1
Page Count	74
Estimated Charge	\$78.75

2019 JAN -2 PM 3:26

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1-3-19

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. Proytel Solutions, SAS, 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)
Colombia
2. _____ 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 06/25/2018
4. _____ 5. _____
(Date of incorporation) (Date of duration, if other than perpetual)
- 01/02/2019
6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. Carrera 8 Nro 95-40 Apt 403 / Chico Reservado, Bogota, Colombia 110221078
(Principal office address)
- 5060 Harmony Cir Apt 105, Vero Beach, FL 32967
(Current mailing address, if different)
8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
- Name: GBS Consultants, Inc.
- Office Address: 3350 SW 148th Ave. Suite 120
- Miramar, Florida 33027
(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.

FILED
19 JAN -2 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Jose Ignacio Telleria

Address: 5060 Harmony Cir Apt 105, Vero Beach, FL 32967

Vice President: Jose Maria Telleria

Address: 5060 Harmony Cir Apt 105, Vero Beach, FL 32967

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

12. [Signature]

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. Jose Ignacio Telleria, President

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

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19 JAN -2 PM 2:08
TALLAHASSEE FLORIDA

I, Carlos Julio Carrero, the undersigned, a Sworn English – Spanish Translator in and for the Republic of Colombia, as per Professional Certificate No. 0314 dated September 14th 2010; do hereby CERTIFY that the attached document presented to me for translation into the English language, states as follows:

CHAMBER OF COMMERCE OF BOGOTA

VIRTUAL OFFICE

VERIFICATION CODE: A189802789A885

NOVEMBER 30, 2018 TIME: 13:21:12

AA18980278

.....

THE FIRST THURSDAY OF DECEMBER OF THIS YEAR FALLING ON A BUSINESS DAY THE BOARD OF DIRECTORS OF THE CHAMBER OF COMMERCE OF BOGOTA. NOMINEE LISTS MUST BE SUBMITTED DURING THE SECOND HALF OF OCTOBER. FOR DETAILED INFORMATION YOU CAN CALL TO THE LINE 5941000, EXT. 2597, GO TO THE AUTHORIZED HEADQUARTERS OR DO SO THROUGH THE WEBSITE: WWW.CCB.ORG.CO


THIS CERTIFICATE WAS GENERATED ELECTRONICALLY AND HAS A VERIFICATION CODE THAT ALLOWS VALIDATION THEREOF ONLY ONCE, VISITING WWW.CCB.ORG.CO.

REMEMBER THAT YOU CAN OBTAIN THIS CERTIFICATE FROM YOUR HOME OR OFFICE IN AN EASY, SPEEDY AND SAFE MANNER AT WWW.CCB.ORG.CO.

FOR YOU TO BE SURE, YOU MUST VERIFY VALIDITY AND AUTHENTICITY OF THIS CERTIFICATE WITHOUT ANY COST IN AN EASY, SPEEDY AND SAFE MANNER AT WWW.CCB.ORG.CO/CERTIFICADOSELECTRONICOS/.

.....

GOOD STANDING AND LEGAL REPRESENTATION CERTIFICATE OR REGISTRATION OF DOCUMENTS.


Carlos Julio Carrero
Traductor Oficial Inglés-Español
Resolución No. 0314
Septiembre 14, 2010

THE CHAMBER OF COMMERCE OF BOGOTA, BASED ON THE REGISTRATIONS
AND ENTRIES OF THE MERCANTILE REGISTRY,

CERTIFIES:

NAME: PROYTEL SOLUTIONS S.A.S.

N.I.T.: 901192927-3

GOVERNING BODY: SECTIONAL TAX OFFICE OF BOGOTA

DOMICILE: BOGOTA

CERTIFIES:

REGISTRY N°: 02979222 OF JUNE 28, 2018

CERTIFIES:

REGISTRY RENEWAL: JUNE 28, 2018

LAST RENEWAL YEAR: 2018

TOTAL ASSETS: COP 90,000,000

COMPANY SIZE: MICRO-ENTERPRISE

CERTIFIES:

LEGAL NOTIFICATION ADDRESS: CR 8 No. 95 40 AP 403

MUNICIPALITY: BOGOTA DC

LEGAL NOTIFICATION E-MAIL: jnachotell@aol.com


BUSINESS ADDRESS: CR 8 No. 95 40 AP 403

MUNICIPALITY: BOGOTA DC

BUSINESS E-MAIL: jnachotell@aol.com

CERTIFIES:

INCORPORATION: THAT BY UNNUMBERED PRIVATE DOCUMENT OF THE
SHAREHOLDERS MEETING DATED JUNE 25, 2018, REGISTERED BEFORE THIS


Carlos Julio Carrero
Traductor Oficial Inglés-Español
Resolución No. 0014
Septiembre 14, 2010


ENTITY ON JUNE 28, 2018, UNDER NUMBER 02353248 OF BOOK IX, A COMMERCIAL COMPANY WAS INCORPORATED UNDER THE NAME: PROYTEL SOLUTIONS S.A.S.

CERTIFIES:

VALIDITY: THAT THE COMPANY HAS NOT BEEN DISSOLVED AND HOLDS INDEFINITE VALIDITY.

CERTIFIES:

SOCIAL PURPOSE: THE COMPANY MAY CARRY OUT ANY LEGAL ACTIVITY IN COLOMBIA AND/OR ABROAD. HOWEVER, THE MAIN PURPOSE OR ACTIVITIES OF THE COMPANY SHALL BE THE FOLLOWING: 1. CONSULTANCY AND ADVISORY SERVICES FOR NATURAL PERSONS, LEGAL PERSONS OR GOVERNMENT ENTITIES BOTH DOMESTIC AND FOREIGN ON TOPICS REGARDING TELECOMMUNICATIONS, INCLUDING PLANNING AND DESIGN, ON-SITE MANAGEMENT AND OPERATION, SUPPORT AND ANALYSIS OF REQUIREMENTS FOR EQUIPMENT INSTALLATION IN THE INTENDED AREA; 2. RETAIL TRADE OF TELECOMMUNICATION EQUIPMENT AND SIMILAR ITEMS; 3. IMPORT AND EXPORT OF GOODS AND SERVICES; 4. THE COMPANY MAY ACQUIRE, DISPOSE OF OR TAKE OR LEASE MOVABLE AND IMMOVABLE PROPERTY, ENCUMBER IN ANY WAY, CONSTRUCT, GIVE OR TAKE PROPERTY ON LOAN WITH OR WITHOUT GUARANTEE OVER THE COMPANY GOODS, AND CARRY OUT ALL KIND OF OPERATIONS WITH BANKS, CREDITS, CUSTOMS, ISSUE, ENDORSE, ACQUIRE, DISCOUNT, CLAIM, TRANSFER, ACCEPT, ANNUL, CANCEL, COLLECT OR RECEIVE BILLS OF EXCHANGE, CHEQUES, PERFORM LOAN, EXCHANGE, DISCOUNT OR CURRENT ACCOUNT OPERATIONS, GIVE OR RECEIVE GUARANTEES, ENDORSE AND NEGOTIATE SECURITIES; 5. THE COMPANY MAY ACQUIRE, FOR ANY REASON, CONCESSIONS, PERMITS, BRANDS, PATENTS, FRANCHISES, REPRESENTATIONS AND OTHER COMMERCIAL GOODS AND RIGHTS AND FOR ANY OTHER COMMERCIAL PURPOSE, PRESENT BIDS, TENDERS AND IN GENERAL PERFORM ALL KINDS OF ACTS OR CONTRACTS RELATED WITH THE SOCIAL PURPOSE OR THAT ARE AKIN TO OR COMPLEMENT IT; 6. THE COMPANY MAY PARTICIPATE AS A PARTNER IN NATIONAL OR FOREIGN COMPANIES THAT


Carlos Julio Carrero
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PROVIDE SIMILAR, RELATED OR COMPLEMENTARY SERVICES, IN FURTHERANCE OF AND COMPLIANCE WITH SUCH SOCIAL PURPOSE, THE COMPANY MAY ENTER INTO CIVIL OR COMMERCIAL CONTRACTS WITH NATURAL OR LEGAL PERSONS, ON ITS OWN BEHALF OR ON BEHALF OF OR WITH PARTICIPATION BY THIRD PARTIES. THE COMPANY MAY CARRY OUT, GENERALLY, ALL ACTS AND CONTRACTS THAT AIM TO FURTHER OR EXECUTE ITS MAIN SOCIAL PURPOSE AS WELL AS ENGAGE IN CREDITS AND OPERATIONS WITH FINANCIAL ENTITIES, GIVING OR RECEIVING REAL OR PERSONAL GUARANTEES; ISSUE AND DISCOUNT TRADE INSTRUMENTS, OPEN BANK ACCOUNTS, ACQUIRE, ENCUMBER, LEASE, RENT, ACQUIRE AND TRANSFER ANY SECURITY, CREDIT, BOND, PARTICIPATE AS SHAREHOLDER OR PARTNER AT ANY COMPANY; APPEAR ON TRIAL ACTIVELY OR PASSIVELY; AND, IN GENERAL, PERFORM ALL KINDS OF COMMERCIAL AND FINANCIAL OPERATIONS IN FURTHERANCE OF THE SOCIAL PURPOSE, BE IT ON THEIR OWN BEHALF, OR ON BEHALF OF OR PARTICIPATION BY THIRD PARTIES.

CERTIFIES:

MAIN ACTIVITY:

6202 (COMPUTING CONSULTING AND FACILITY MANAGEMENT ACTIVITIES)

SECONDARY ACTIVITY:

4741 (RETAIL TRADE OF COMPUTERS, PERIPHERAL EQUIPMENT, SOFTWARE AND TELECOMMUNICATION EQUIPMENT FOR SPECIALIZED ESTABLISHMENTS)

CERTIFIES:

CAPITAL:


****AUTHORIZED CAPITAL****

VALUE: \$500,000,000.00

No. OF SHARES: 50,000.00

NOMINAL VALUE: \$10,000.00

****SUBSCRIBED CAPITAL****


Carlos Julio Carrero
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VALUE: \$90,000,000.00

No. OF SHARES: 9,000.00

NOMINAL VALUE: \$10,000.00

****PAID-IN CAPITAL****

VALUE: \$90,000,000.00

No. OF SHARES: 9,000.00

NOMINAL VALUE: \$10,000.00

CERTIFIES:

LEGAL REPRESENTATION: ALL THE LEGAL REPRESENTATION AND ADMINISTRATION FUNCTIONS OF THE COMPANY SHALL BE CONFERRED UPON THE GENERAL MANAGER.

CERTIFIES:


APPOINTMENTS

NAME	IDENTIFICATION
GENERAL MANAGER	
TELLERIA JOSE IGNACIO	CE 000000000850174

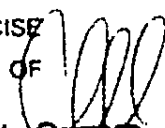
APPOINTED BY UNNUMBERED PRIVATE DOCUMENT OF THE SHAREHOLDERS MEETING DATED JUNE 25, 2018, REGISTERED BEFORE THIS ENTITY ON JUNE 28, 2018, UNDER NUMBER 02353248 OF BOOK IX.

CERTIFIES:

POWERS OF THE LEGAL REPRESENTATIVE: THE LEGAL REPRESENTATIVE HAS THE POWERS TO EXECUTE ALL ACTS AND CONTRACTS DIRECTLY RELATED TO THE SOCIAL PURPOSE REGARDLESS OF THEIR AMOUNT ON BEHALF OF THE COMPANY. THE SPECIFIC FUNCTIONS OF THIS POSITION ARE THE FOLLOWING: 1.


Carlos Julio Carrero
Traductor Oficial Inglés-Español
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REPRESENT THE COMPANY LEGALLY AND OTHERWISE BEFORE THE PARTNERS, THIRD PARTIES AND ALL KINDS OF JUDICIAL AND ADMINISTRATIVE AUTHORITIES, WITH THE ABILITY TO APPOINT TRUSTEES TO REPRESENT THE COMPANY WHEN NECESSARY; 2. EXECUTE THE AGREEMENTS AND RESOLUTIONS OF THE SHAREHOLDERS' MEETING; 3. GRANT, CLOSE AND EXECUTE ALL ACTS AND CONTRACTS IN FURTHERANCE OF THE COMPANY PURPOSE; 4. SUBMIT TO ARBITRATION OR SETTLE DIFFERENCES BETWEEN THE COMPANY AND THIRD PARTIES, SUBJECT TO THE LIMITATIONS ESTABLISHED IN THESE ARTICLES OF INCORPORATION; 5. APPOINT AND REMOVE COMPANY EMPLOYEES WHOSE APPOINTMENT OR REMOVAL DOES NOT CORRESPOND TO THE SHAREHOLDERS' MEETING; 6. DELEGATE CERTAIN FUNCTIONS INHERENT TO THEIR POSITION WITHIN THE LIMITS SET OUT IN THE ARTICLES OF INCORPORATION; 7. ENSURE THAT ALL COMPANY EMPLOYEES STRICTLY COMPLY WITH THEIR DUTIES AND NOTIFY THE SHAREHOLDERS' MEETING OF ANY IRREGULARITIES OR SERIOUS MISCONDUCTS IN THIS REGARD; 8. TAKE ALL THE MEASURES REQUIRED FOR THE MAINTENANCE OF THE SOCIAL GOODS; 9. MONITOR THE ACTIVITIES OF THE ADMINISTRATIVE STAFF OF THE COMPANY AND GIVE THEM THE ORDERS AND INSTRUCTIONS NEEDED FOR THE PROPER FUNCTIONING OF THE COMPANY; 10. SUMMON THE GENERAL SHAREHOLDERS' MEETING FOR EXTRAORDINARY MEETINGS WHEN DEEMED NECESSARY OR CONVENIENT AND MAKE THE APPROPRIATE NOTICES AS PER THE ARTICLES OF INCORPORATION OR THE FISCAL AUDITOR OF THE COMPANY; 11. PRESENT BEFORE THE SHAREHOLDERS' MEETING THE BALANCE OF EACH EXERCISE, AS WELL AS ALL OTHER ANNEXES AND REPORTS MANDATED BY THE LAW; 12. ENSURE THE COLLECTION AND INVESTMENT OF THE SOCIAL FUNDS; 13. ADEQUATELY ORGANIZE THE NECESSARY SYSTEMS FOR ACCOUNTING, PAYMENTS AND OTHER OPERATIONS OF THE COMPANY; 14. GUARANTEE THE TIMELY COMPLIANCE WITH ALL TAX OBLIGATIONS OF THE COMPANY; 15. CERTIFY THE FINANCIAL STATEMENTS OF JOINTLY WITH THE COMPANY ACCOUNTANT SHOULD SUCH CERTIFICATION BE MANDATED BY THE LAW; 16. ENTER INTO LEASE CONTRACTS; 17. TIMELY COMPLY OR GUARANTEE TIMELY COMPLIANCE WITH THE LEGAL REQUIREMENTS OR DEMANDS RELATED TO COMPANY ACTIVITIES; 18. EXERCISE ALL OTHER FUNCTIONS CONFERRED BY THE LAW, THESE ARTICLES OF



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INCORPORATIONS OR THE SHAREHOLDERS' ASSEMBLY. - THE LEGAL REPRESENTATIVE IS EMPOWERED TO EXECUTE ACTS AND CONTRACTS IN DIRECT OR INDIRECT FURTHERANCE OF THE SOCIAL PURPOSE WITH PUBLIC, PRIVATE AND MIXED ENTITIES.

CERTIFIES:

THAT IN ACCORDANCE WITH THE CONTENTS OF THE CODE OF CONTENTIOUS-ADMINISTRATIVE PROCEDURE AND OF LAW 962 OF 2005, THE ADMINISTRATIVE REGISTRATION ACTS CERTIFIED HEREBY SHALL BE ENFORCEABLE IN THE TEN (10) DAYS FOLLOWING THE REGISTRATION DATE, AS LONG AS THEY ARE NOT CONTESTED.

THE PRESENT CERTIFICATE SHALL NOT BE CONSTRUED AS AN OPERATING LICENSE UNDER ANY CIRCUMSTANCE

ADDITIONAL INFORMATION


THE FOLLOWING DATA ON DISTRICT PLANNING ARE MERELY INFORMATIONAL

DATE ON WHICH INFORMATION WAS SENT TO DISTRICT PLANNING: AUGUST 6, 2018

DEAR BUSINESSMAN, IF YOUR COMPANY HOLDS ASSETS BELOW 30.000 CURRENTLY VALID LEGAL MINIMUM WAGES (SMLMV) AND LESS THAN 200 PEOPLE ON YOUR STAFF, YOU ARE ENTITLED TO A 75% DISCOUNT ON PARAFISCAL CONTRIBUTIONS ON THE FIRST YEAR OF YOUR COMPANY'S INCORPORATION, 50% IN THE SECOND YEAR AND 25% IN THE THIRD YEAR. LAW 590 OF 2000 AND DECREE 525 OF 2009.

YOU MAY VISIT www.supersociedades.gov.co TO VERIFY IF YOUR COMPANY IS UNDER THE OBLIGATION TO SEND FINANCIAL STATEMENTS. AVOID SANCTIONS.

THE COMPANY FULFILLS THE REQUIREMENTS OF A YOUNG SMALL ENTERPRISE TO ACCESS THE BENEFIT SET FORTH BY ARTICLE 3 OF LAW 1780 OF MAY 2, 2016, AND WHEN MAKING ITS COMMERCIAL REGISTRY IT REPORTED THE FOLLOWING DATA UNDER OATH:


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THE COMPANY PROYTEL SOLUTIONS S.A.S. WAS ENTERED INTO THE COMMERCIAL REGISTRY ON JUNE 28, 2018.

THE ASSETS REPORTED IN THE COMMERCIAL REGISTRY WERE OF: \$90,000,000.
THE NUMBER OF REPORTED CONTRACTED WORKERS WAS OF: 1.

THIS CERTIFICATE REFLECTS THE COMPANY'S LEGAL STANDING AS OF THE
DATE AND TIME OF ITS ISSUANCE.

THE SECRETARY OF THE CHAMBER OF COMMERCE,

FEE: \$5,500

IN ORDER TO VERIFY THAT THE CONTENTS OF THIS CERTIFICATE CORRESPOND TO THE INFORMATION ENTERED INTO THE PUBLIC REGISTRIES OF THE CHAMBER OF COMMERCE OF BOGOTA, THE VERIFICATION CODE CAN BE VALIDATED BY THE RECIPIENT ONLY ONCE, VISITING WWW.CCB.ORG.CO.

THIS CERTIFICATE WAS GENERATED ELECTRONICALLY WITH DIGITAL SIGNATURE AND HAS FULL LEGAL VALIDITY PURSUANT TO LAW 527 OF 1999.


MECHANIC SIGNATURE IN CONFORMITY WITH DECREE 2150 OF 1995 AND THE AUTHORIZATION PROVIDED BY THE SUPERINTENDENCE OF INDUSTRY AND COMMERCE BY OFFICIAL LETTER DATED NOVEMBER 18, 1996.

[Signed in original]

This is a true translation into the English language of the attached document, which I have done upon request of the concerned party. In witness whereof I affix my seal and sign below in Bogotá on this third (03rd) day of December, 2018.

Carlos Julio Carrero

Sworn Translator No. 0314


Carlos Julio Carrero
Traductor Oficial Inglés-Español
Resolución No. 0314
Septiembre 14, 2010



CAMARA DE COMERCIO DE BOGOTA

SEDE VIRTUAL

CODIGO VERIFICACION: A189802789A865

30 DE NOVIEMBRE DE 2018 HORA 13:21:12

AA18980278 PAGINA: 1 de 3

"EL PRIMER JUEVES HÁBIL DE DICIEMBRE DE ESTE AÑO SE ELEGIRÁ JUNTA DIRECTIVA DE LA CÁMARA DE COMERCIO DE BOGOTÁ.
LA INSCRIPCIÓN DE LISTAS DE CANDIDATOS DEBE HACERSE DURANTE LA SEGUNDA QUINCENA DEL MES DE OCTUBRE.

PARA INFORMACIÓN DETALLADA PODRÁ COMUNICARSE AL TELÉFONO 5941000 EXT. 2597 O DIRIGIRSE A LA SEDE PRINCIPAL, A LAS SEDES AUTORIZADAS PARA ESTE EFECTO, O A TRAVÉS DE LA PÁGINA WEB WWW.CCB.ORG.CO"

ESTE CERTIFICADO FUE GENERADO ELECTRÓNICAMENTE Y CUENTA CON UN CODIGO DE VERIFICACIÓN QUE LE PERMITE SER VALIDADO SOLO UNA VEZ, INGRESANDO A WWW.CCB.ORG.CO

RECUERDE QUE ESTE CERTIFICADO LO PUEDE ADQUIRIR DESDE SU CASA U OFICINA DE FORMA FÁCIL, RÁPIDA Y SEGURA EN WWW.CCB.ORG.CO

PARA SU SEGURIDAD DEBE VERIFICAR LA VALIDEZ Y AUTENTICIDAD DE ESTE CERTIFICADO SIN COSTO ALGUNO DE FORMA FÁCIL, RÁPIDA Y SEGURA EN WWW.CCB.ORG.CO/CERTIFICADOSELECTRONICOS/

CERTIFICADO DE EXISTENCIA Y REPRESENTACION LEGAL O INSCRIPCION DE DOCUMENTOS.

LA CAMARA DE COMERCIO DE BOGOTA, CON FUNDAMENTO EN LAS MATRICULAS E INSCRIPCIONES DEL REGISTRO MERCANTIL

CERTIFICA:

NOMBRE : PROYTEL SOLUTIONS S A S

N.I.T. : 901192927-3 ADMINISTRACION : DIRECCION SECCIONAL DE IMPUESTOS DE BOGOTA

DOMICILIO : BOGOTA D.C.

CERTIFICA:

MATRICULA NO: 02979222 DEL 28 DE JUNIO DE 2018

CERTIFICA:

RENOVACION DE LA MATRICULA : 28 DE JUNIO DE 2018

ULTIMO AÑO RENOVADO : 2018

ACTIVO TOTAL : 90,000,000

TAMAÑO EMPRESA : MICROEMPRESA

CERTIFICA:

DIRECCION DE NOTIFICACION JUDICIAL : CR 8 NO. 95 40 AP 403

MUNICIPIO : BOGOTA D.C.

EMAIL DE NOTIFICACION JUDICIAL : jnachotell@aol.com

DIRECCION COMERCIAL : CR 8 NO. 95 40 AP 403

MUNICIPIO : BOGOTA D.C.

EMAIL COMERCIAL : jnachotell@aol.com

CERTIFICA:

Firma válida

Firma

CONSTITUCION: QUE POR DOCUMENTO PRIVADO NO. sin num DE ASAMBLEA DE ACCIONISTAS DEL 25 DE JUNIO DE 2018, INSCRITA EL 28 DE JUNIO DE 2018 BAJO EL NUMERO 02353248 DEL LIBRO IX, SE CONSTITUYO LA SOCIEDAD COMERCIAL DENOMINADA PROYTEL SOLUTIONS S A S.

CERTIFICA:

DURACION: QUE LA SOCIEDAD NO SE HALLA DISUELTA, Y SU DURACION ES INDEFINIDA

CERTIFICA:

OBJETO SOCIAL: LA SOCIEDAD PODRÁ REALIZAR CUALQUIER ACTIVIDAD LÍCITA EN COLOMBIA Y/O EN EL EXTRANJERO. NO OBSTANTE, LA SOCIEDAD TENDRÁ COMO OBJETO O ACTIVIDAD PRINCIPAL LAS SIGUIENTES ACTIVIDADES: 1. SERVICIOS DE CONSULTORÍA Y ASESORAMIENTO A PERSONAS NATURALES, PERSONAS JURÍDICAS O ACTIVIDADES GUBERNAMENTALES DE ORIGEN NACIONAL O EXTRANJERO EN ASPECTOS RELACIONADOS CON TELECOMUNICACIONES, DESDE LA PLANIFICACIÓN Y DISEÑO, COMO SERVICIOS DE GERENCIA Y OPERACIÓN EN SITIO, SERVICIOS DE SOPORTE ASÍ COMO TAMBIÉN SERVICIOS DE ANÁLISIS DE REQUERIMIENTOS PARA LA INSTALACIÓN DE EQUIPOS RELACIONADOS AL ÁREA; 2. COMERCIO AL POR MENOR DE EQUIPOS DE TELECOMUNICACIONES Y AFINES; 3. IMPORTACIÓN Y EXPORTACIÓN DE BIENES Y SERVICIOS; 4. LA SOCIEDAD PODRÁ ADQUIRIR, ENAJENAR, DAR O TOMAR EN ARRENDAMIENTO BIENES MUEBLES E INMUEBLES, GRABARLOS EN CUALQUIER FORMA, EFECTUAR CONSTRUCCIONES, TOMAR O DAR EN MUTUO, CON O SIN GARANTÍA DE LOS BIENES SOCIALES Y CELEBRAR TODA CLASE DE OPERACIONES CON ENTIDADES BANCARIAS, DE CRÉDITO, ADUANERAS, GIRAR, ENDOSAR, ADQUIRIR, DESCONTAR, PROTESTAR, CEDER, ACEPTAR, ANULAR, CANCELAR, COBRAR, RECIBIR LETRAS DE CAMBIO, CHEQUES, EFECTUAR OPERACIONES DE PRÉSTAMOS, CAMBIO, DESCUENTO, CUENTAS CORRIENTES, DAR O RECIBIR GARANTÍAS, ENDOSAR Y NEGOCIAR TÍTULOS VALORES; 5. LA SOCIEDAD PODRÁ ADQUIRIR A CUALQUIER TÍTULO CONCESIONES, PERMISOS, MARCAS, PATENTES, FRANQUICIAS, REPRESENTACIONES Y DEMÁS BIENES Y DERECHOS MERCANTILES Y CUALESQUIERA OTROS EFECTOS DE COMERCIO. PRESENTAR LICITACIONES, CONCURSAR Y EN GENERAL TODA CLASE DE ACTOS O CONTRATOS QUE SE RELACIONEN CON EL OBJETO SOCIAL O QUE SEAN AFINES O COMPLEMENTARIOS AL MISMO; 6. LA SOCIEDAD PODRÁ PARTICIPAR COMO SOCIA EN SOCIEDADES NACIONALES O EXTRANJERAS QUE PRESTEN SERVICIOS SIMILARES, CONEXOS O COMPLEMENTARIOS; EN EL DESARROLLO Y CUMPLIMIENTO DE TAL OBJETO, LA SOCIEDAD PODRÁ CELEBRAR CONTRATOS CIVILES O MERCANTILES CON PERSONAS NATURALES O JURÍDICAS, EN SU PROPIO NOMBRE O POR CUENTA DE TERCEROS O CON PARTICIPACIÓN DE ELLOS. EN GENERAL TODOS LOS ACTOS Y CONTRATOS TENDIENTES A EJECUTAR SU OBJETO SOCIAL PRINCIPAL, ADEMÁS DE CONTRATAR CRÉDITOS Y OPERACIONES CON ENTIDADES FINANCIERAS, DANDO Y RECIBIENDO GARANTÍAS REALES O PERSONALES, GIRAR Y DESCONTAR INSTRUMENTOS NEGOCIABLES, ABRIR CUENTAS BANCARIAS, ADQUIRIR, GRAVAR, ARRENDAR, DAR EN ARRIENDO, ADQUIRIR Y CEDER CUALQUIER TÍTULO, CRÉDITO, CEDULAS O BONOS, PARTICIPAR COMO ACCIONARIO O SOCIO EN CUALQUIER SOCIEDAD; COMPARECER A JUICIO ACTIVA O PASIVAMENTE, Y EN GENERAL, EN SU PROPIO NOMBRE, POR CUENTA DE TERCERO O EN PARTICIPACIÓN CON ELLOS, REALIZAR TODA CLASE DE OPERACIONES COMERCIALES Y FINANCIERAS QUE SEAN CONVENIENTES PARA EL LOGRO DE LOS FINES SOCIALES.

CERTIFICA:

ACTIVIDAD PRINCIPAL:

6202 (ACTIVIDADES DE CONSULTORIA INFORMATICA Y ACTIVIDADES DE ADMINISTRACION DE INSTALACIONES INFORMATICAS)

ACTIVIDAD SECUNDARIA:

5741 (COMERCIO AL POR MENOR DE COMPUTADORES, EQUIPOS PERIFERICOS, PROGRAMAS DE INFORMATICA Y EQUIPOS DE TELECOMUNICACIONES EN



CAMARA DE COMERCIO DE BOGOTA

SEDE VIRTUAL

CODIGO VERIFICACION: A189802789A865

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PAGINA: 2 de 3

ESTABLECIMIENTOS ESPECIALIZADOS)

CERTIFICA:

CAPITAL:

** CAPITAL AUTORIZADO **

VALOR : \$500,000,000.00
NO. DE ACCIONES : 50,000.00
VALOR NOMINAL : \$10,000.00

** CAPITAL SUSCRITO **

VALOR : \$90,000,000.00
NO. DE ACCIONES : 9,000.00
VALOR NOMINAL : \$10,000.00

** CAPITAL PAGADO **

VALOR : \$90,000,000.00
NO. DE ACCIONES : 9,000.00
VALOR NOMINAL : \$10,000.00

CERTIFICA:

REPRESENTACIÓN LEGAL: LA TOTALIDAD DE LAS FUNCIONES DE REPRESENTACIÓN LEGAL DE LA SOCIEDAD Y DE ADMINISTRACIÓN DE ESTA ESTARÁN A CARGO DEL GERENTE GENERAL.

CERTIFICA:

** NOMBRAMIENTOS **

QUE POR DOCUMENTO PRIVADO NO. sin num DE ASAMBLEA DE ACCIONISTAS DEL 25 DE JUNIO DE 2018, INSCRITA EL 28 DE JUNIO DE 2018 BAJO EL NUMERO 02353248 DEL LIBRO IX, FUE (RON) NOMBRADO (S):

NOMBRE

IDENTIFICACION

GERENTE GENERAL

TELLERIA JOSE IGNACIO

C.E. 000000000850174

CERTIFICA:

FACULTADES DEL REPRESENTANTE LEGAL: EL GERENTE GENERAL ESTÁ FACULTADO PARA EJECUTAR, A NOMBRE DE LA SOCIEDAD, TODO LOS ACTOS Y CONTRATOS RELACIONADOS DIRECTAMENTE CON EL OBJETO SOCIAL SIN LÍMITE DE CUANTÍA. SERÁN FUNCIONES ESPECÍFICAS DEL CARGO, LAS SIGUIENTES: 1.- REPRESENTAR A LA SOCIEDAD JUDICIAL Y EXTRAJUDICIALMENTE ANTE LOS ASOCIADOS, TERCEROS Y TODA CLASE DE AUTORIDADES JUDICIALES Y ADMINISTRATIVAS, PUDIENDO NOMBRAR MANDATARIOS PARA QUE REPRESENTEN A LA SOCIEDAD CUANDO FUERE EL CASO; 2.- EJECUTAR LOS ACUERDOS Y RESOLUCIONES DE LA ASAMBLEA DE ACCIONISTAS; 3.- OTORGAR, CELEBRAR Y EJECUTAR LOS ACTOS Y CONTRATOS QUE TIENDAN A LLENAR LOS FINES DE LA SOCIEDAD; 4.- SOMETER A ARBITRAMIENTO O TRANSIGIR LAS DIFERENCIAS DE LA SOCIEDAD CON TERCEROS, CON SUJECCIÓN A LAS LIMITACIONES ESTABLECIDAS EN ESTOS ESTATUTOS; 5.- NOMBRAR Y REMOVER A LOS EMPLEADOS DE LA SOCIEDAD CUYA DESIGNACIÓN O REMOCIÓN NO CORRESPONDE A LA ASAMBLEA DE ACCIONISTAS; 6.- DELEGAR DETERMINADAS FUNCIONES PROPIAS DE SU CARGO DENTRO DE LOS LÍMITES

SEÑALADOS EN LOS ESTATUTOS; 7.- VELAR POR QUE TODOS LOS EMPLEADOS DE LA SOCIEDAD CUMPLAN Estrictamente SUS DEBERES Y PONER EN CONOCIMIENTO DE LA ASAMBLEA DE ACCIONISTAS LAS IRREGULARIDADES O FALTAS GRAVES QUE OCURRAN SOBRE ESTE PARTICULAR; 8.- TOMAR TODAS LAS MEDIDAS QUE RECLAME LA CONSERVACIÓN DE LOS BIENES SOCIALES; 9.- VIGILAR LA ACTIVIDAD DE LOS EMPLEADOS DE LA ADMINISTRACIÓN DE LA SOCIEDAD E IMPARTIRLES LAS ORDENES E INSTRUCCIONES QUE EXIJA LA BUENA MARCHA DE LA COMPAÑIA; 10.- CONVOCAR A LA ASAMBLEA GENERAL DE ACCIONISTAS A REUNIONES EXTRAORDINARIAS CUANDO LO JUZGUE NECESARIO O CONVENIENTE Y HACER LAS CONVOCATORIAS DEL CASO CUANDO LO ORDENEN LOS ESTATUTOS, O EL REVISOR FISCAL DE LA SOCIEDAD; 11.- PRESENTAR A LA ASAMBLEA DE ACCIONISTAS, EL BALANCE DE CADA EJERCICIO Y LOS DEMÁS ANEXOS E INFORMES SEÑALADOS EN LA LEY; 12.- CUIDAR DE LA RECAUDACIÓN E INVERSIÓN DE LOS FONDOS SOCIALES; 13.- ORGANIZAR ADECUADAMENTE LOS SISTEMAS REQUERIDOS PARA LA CONTABILIZACIÓN, PAGOS Y DEMÁS OPERACIONES DE LA SOCIEDAD. 14.- VELAR POR EL CUMPLIMIENTO OPORTUNO DE TODAS LAS OBLIGACIONES DE LA SOCIEDAD EN MATERIA IMPOSITIVA; 15.- CERTIFICAR JUNTAMENTE CON EL CONTADOR DE LA COMPAÑIA LOS ESTADOS FINANCIEROS EN EL CASO DE SER DICHA CERTIFICACIÓN EXIGIDA POR LAS NORMAS LEGALES; 16.- CELEBRAR CONTRATOS DE ARRENDAMIENTO; 17.- CUMPLIR O HACER QUE SE CUMPLAN OPORTUNAMENTE TODOS LOS REQUISITOS O EXIGENCIAS LEGALES QUE SE RELACIONEN CON LAS ACTIVIDADES DE LA SOCIEDAD; 18.- EJERCER LAS DEMÁS FUNCIONES QUE LE DELEGUEN LA LEY, ESTOS ESTATUTOS, LA ASAMBLEA DE ACCIONISTAS

PARÁGRAFO. - EL GERENTE GENERAL QUEDA FACULTADO PARA CELEBRAR ACTOS Y CONTRATOS, EN DESARROLLO DEL OBJETO DE LA SOCIEDAD DE FORMA DIRECTA O INDIRECTAMENTE, CON ENTIDADES PÚBLICAS, PRIVADAS Y MIXTAS.

CERTIFICA:

DE CONFORMIDAD CON LO ESTABLECIDO EN EL CODIGO DE PROCEDIMIENTO ADMINISTRATIVO Y DE LO CONTENCIOSO ADMINISTRATIVO Y DE LA LEY 962 DE 2005, LOS ACTOS ADMINISTRATIVOS DE REGISTRO AQUI CERTIFICADOS QUEDAN EN FIRME DIEZ (10) DIAS HABLES DESPUES DE LA FECHA DE LA CORRESPONDIENTE ANOTACIÓN. SIEMPRE QUE NO SEAN OBJETO DE RECURSO. (LOS SABADOS NO SON TENIDOS EN CUENTA COMO DIAS HABLES PARA LA CAMARA DE COMERCIO DE BOGOTA

* * * EL PRESENTE CERTIFICADO NO CONSTITUYE PERMISO DE * * *
* * * FUNCIONAMIENTO EN NINGUN CASO * * *

INFORMACION COMPLEMENTARIA

LOS SIGUIENTES DATOS SOBRE PLANEACION DISTRITAL SON INFORMATIVOS
(FECHA DE ENVIO DE INFORMACION A PLANEACION DISTRITAL : 6 DE AGOSTO DE 2018

SEÑOR EMPRESARIO, SI SU EMPRESA TIENE ACTIVOS INFERIORES A 30.000 SMLMV Y UNA PLANTA DE PERSONAL DE MENOS DE 200 TRABAJADORES, USTED TIENE DERECHO A RECIBIR UN DESCUENTO EN EL PAGO DE LOS PARAFISCALES DE 75% EN EL PRIMER AÑO DE CONSTITUCION DE SU EMPRESA, DE 50% EN EL SEGUNDO AÑO Y DE 25% EN EL TERCER AÑO. LEY 590 DE 2000 Y DECRETO 525 DE 2009

RECUERDE INGRESAR A www.supersociedades.gov.co PARA VERIFICAR SI SU EMPRESA ESTA OBLIGADA A REMITIR ESTADOS FINANCIEROS. EVITE SANCIONES.
EL EMPRESARIO CUMPLE CON LOS REQUISITOS DE PEQUEÑA EMPRESA JOVEN PARA ACCEDER AL BENEFICIO QUE ESTABLECE EL ARTÍCULO 3 DE LA LEY 1780 DEL 2 DE MAYO DE 2016, Y QUE AL REALIZAR LA MATRICULA MERCANTIL INFORMO BAJO GRAVEDAD DE JURAMENTO LOS SIGUIENTES DATOS:



CAMARA DE COMERCIO DE BOGOTA

SEDE VIRTUAL

CODIGO VERIFICACION: A189802789A865

30 DE NOVIEMBRE DE 2018 HORA 13:21:12

AA18980278

PAGINA: 3 de 3

* * * * *

EL EMPRESARIO PROYTEL SOLUTIONS S A S REALIZO LA MATRICULA MERCANTIL EN LA FECHA: 28 DE JUNIO DE 2018.

LOS ACTIVOS REPORTADOS EN LA MATRICULA MERCANTIL SON DE: \$ 90,000,000.

EL NUMERO DE TRABAJADORES OCUPADOS REPORTADO POR EL EMPRESARIO EN LA MATRICULA ES DE:1.

** ESTE CERTIFICADO REFLEJA LA SITUACION JURIDICA DE LA **

** SOCIEDAD HASTA LA FECHA Y HORA DE SU EXPEDICION... **

EL SECRETARIO DE LA CAMARA DE COMERCIO,

VALOR : \$ 5,500.

PARA VERIFICAR QUE EL CONTENIDO DE ESTE CERTIFICADO CORRESPONDA CON LA INFORMACION QUE REPOSA EN LOS REGISTROS PUBLICOS DE LA CAMARA DE COMERCIO DE BOGOTA, EL CODIGO DE VERIFICACION PUEDE SER VALIDADO POR SU DESTINATARIO SOLO UNA VEZ, INGRESANDO A WWW.CCB.ORG.CO

ESTE CERTIFICADO FUE GENERADO ELECTRONICAMENTE CON FIRMA DIGITAL Y CUENTA CON PLENA VALIDEZ JURIDICA CONFORME A LA LEY 527 DE 1999.

FIRMA MECANICA DE CONFORMIDAD CON EL DECRETO 2150 DE 1995 Y LA AUTORIZACION IMPARTIDA POR LA SUPERINTENDENCIA DE INDUSTRIA Y COMERCIO, MEDIANTE EL OFICIO DEL 18 DE NOVIEMBRE DE 1996.

The undersigned, Carlos Julio Carrero, an English – Spanish Sworn Translator in and for the Republic of Colombia, as per Professional Certificate No. 0314 dated September 14^m 2010; hereby CERTIFIES that the attached document presented to me for translation into the English language states as follows:

Registry No.: 02979222

09: 02353248

THE SECRETARY OF THE CHAMBER OF COMMERCE OF BOGOTA

HEREBY CERTIFIES:

That the following verbatim copy corresponds to a document entered into the Trade Registry under the number, book and date indicated in the entry label appearing at the end of the certificate.



Carlos Julio Carrero
Traductor Oficial Inglés-Español
Resolución No. 0314
Septiembre 14, 2010

VERSION	CODE	DATE
1	IA-F-110	06/01/2017

	User Identification
	Registrant Data
Name or Business name:	Proytel Solutions SAS
Registry No.:	

Telephone:	316 5688954
E-mail:	jnachotell@aol.com
Address:	Cra 8 # 95 – 40 Apto. 403
Name of person filing the document for processing:	Wendy Daniela Peña
Position:	Consultant
Cell phone No.:	311 4958065
Landline:	
E-mail:	

The data provided must be correct to timely inform the concerned party in case of eventual return.

For exclusive use by the Chamber of Commerce of Bogota


Processing date:

Name of person filing the document for processing:

Means of contact: ___ E-mail ___ Telephone

Results of processing:

Space to be filled by the Natural person or


Carlos Julio Carrero
Traductor Oficial Inglés-Español
Resolución No. 0314
Septiembre 14, 2010


Legal Representative of the Lega Entity	
<p>[Signed in original] Signature</p> <p>Name: Wendy Daniela Peña</p> <p><input type="checkbox"/> CC <input type="checkbox"/> CE <input type="checkbox"/> PP No.: 1023960441 Of: Bogota Tel.: 311 4958065</p>	

Filing Instructions:

- Name or Business name: If you are a natural person, write your full name and last names as they appear in you ID document; otherwise, write the full name of the commercial or civil organization, non-profit organization, trade establishment, branch or agency.
- Registry Number: You may find it in the trade registry certificate or in the certificate of good standing and legal representation before the Chamber of Commerce of Bogota.

Bear in mind that:

- The data provided must be correct to timely inform the concerned party in case of eventual return.



Carlos Julio Carrero
Traductor Oficial Inglés-Español
Resolución No. 0314
Septiembre 14, 2010

I, **JOSE IGNACIO TELLERIA BOSCHETTI**, Venezuelan, of legal age, fully competent, holder of **Passport No. 124516069**, on my own behalf, hereby confer special, wide and sufficient power of attorney upon the citizens **ANNERY KARINA ALVAREZ ARAMBULO** and **WENDY DANIELA PEÑA PEREIRA**, of age, holders of Foreigner's ID Cards No. 801.261 and Citizen's ID Card No. 1.023.960.441, respectively, so that they may, jointly or individually, execute all necessary proceedings to incorporate a Simplified Joint Stock Company (S.A.S.) in the Republic of Colombia in accordance with the applicable law, named **PROYTEL SOLUTIONS S.A.S.**

In exercising the power conferred hereby, my proxies have wide faculties to:

- a) Request, file, personally present, enter and sign all necessary documents to incorporate and enter into the trade registry before the Chamber of Commerce of Bogota, including clarifying documents for the articles of incorporation, if necessary;
- b) Pay the registration fees;
- c) Request de Certificate of Good Standing and Legal Representation, as well as the RUT issued by the DIAN;
- d) Generally, perform everything the undersigned could carry out as a shareholder of the company **PROYTEL SOLUTIONS S.A.S.**, in cases where personal intervention is required, to ensure the due performance of the business undertaken.

Given in Bogota, D.C., on June 25, 2018.

Principal:

[Signed in original]

JOSE IGNACIO TELLERIA BOSCHETTI

Passport No. 124516069

Acceptance:

ANNERY KARINA ALVAREZ ARAMBULO

C.E. 801.261

WENDY DANIELA PEÑA PEREIRA

C.C. 1.023.960.441

[Faint circular stamp]

[Handwritten signature]

Carlos Julio Carrer
Traductor Oficial Inglés-Español
Resolución No. 0314
Septiembre 14, 2010

(EMBLEM: Union of Notaries Publics of Colombia)

QR Code: 34319

ACKNOWLEDGEMENT OF SIGNATURE AND PRIVATE DOCUMENT CONTENTS

Article 68 Decree-Law 960 of 1970 and Decree 1069 of 2015

In the city of Bogotá, Republic of Colombia, on June 27, 2018, at the 10th Notary Public's Office of the Circuit of Bogotá, appeared:

JOSE IGNACIO TELLERIA BOSCHETTI, holder of Passport #0124516069, who declared that the signature in the present document is his and that the contents thereof are true and correct.

(Signed in original)
Signature

QR Code:
nbc3ofueflju
06/27/2018 – 11:42:49

(Photograph)

The appearing person was not identified by on-line biometry for the following reason:
Foreigner (Passport – Foreign ID Card)

(Seal of the 10th Notary Public of Bogotá D.C.)

(Signed in original)

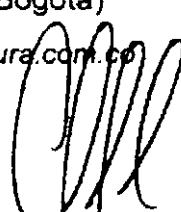
LILYAM EMILCE MARIN ARCE

10th Notary Public of the Circuit of Bogotá D.C. – Acting

(Seal: Republic of Colombia. 10th Acting Notary Public of the Circuit of Bogotá)

The present document may be consulted online at the website: www.notariasegura.com.co

Single Transaction Number: nbc3ofueflju


Carlos Julio Carrero
Traductor Oficial Inglés-Español
Resolución No. 0314
Septiembre 14, 2010

I, **JOSE MARIA DE LA SANTÍSIMA TRINIDAD TELLERIA ALVARENGA**, Venezuelan, of legal age, fully competent, holder of **Foreigner's ID Card No. 718.551**, on my own behalf, hereby confer special, wide and sufficient power of attorney upon the citizens **ANNERY KARINA ALVAREZ ARAMBULO** and **WENDY DANIELA PEÑA PEREIRA**, of age, holders of Foreigner's ID Cards No. 801.261 and Citizen's ID Card No. 1.023.960.441, respectively, so that they may, jointly or individually, execute all necessary proceedings to incorporate a Simplified Joint Stock Company (S.A.S.) in the Republic of Colombia in accordance with the applicable law, named **PROYTEL SOLUTIONS S.A.S.**

In exercising the power conferred hereby, my proxies have wide faculties to:

- a) Request, file, personally present, enter and sign all necessary documents to incorporate and enter into the trade registry before the Chamber of Commerce of Bogota, including clarifying documents for the articles of incorporation, if necessary;
- b) Pay the registration fees;
- c) Request de Certificate of Good Standing and Legal Representation, as well as the RUT issued by the DIAN;
- d) Generally, perform all actions the undersigned could carry out as a shareholder of the company **PROYTEL SOLUTIONS S.A.S.**, in cases where personal intervention is required, to ensure the due performance of the business undertaken.

Given in Bogota, D.C., on June 25, 2018.

Principal:

[Signed in original]

JOSE MARIA DE LA SANTÍSIMA TRINIDAD TELLERIA ALVARENGA

Foreigner's ID Card No. 718.551

Acceptance:

ANNERY KARINA ALVAREZ ARAMBULO

C.E. 801.261

WENDY DANIELA PEÑA PEREIRA

C.C. 1.023.960.441



Carlos Julio Carrero
Traductor Oficial Inglés-Español
Resolución No. 0314
Septiembre 14, 2010

(EMBLEM: Union of Notaries Publics of Colombia)

QR Code: 34318

ACKNOWLEDGEMENT OF SIGNATURE AND PRIVATE DOCUMENT CONTENTS

Article 68 Decree-Law 960 of 1970 and Decree 1069 of 2015

In the city of Bogotá, Republic of Colombia, on June 27, 2018, at the 10th Notary Public's Office of the Circuit of Bogotá, appeared:

JOSE MARIA DE LA SANTÍSIMA TRINIDAD TELLERIA ALVARENGA, holder of Foreign ID Card #0000718551, who declared that the signature in the present document is his and that the contents thereof are true and correct.

(Signed in original)
Signature

QR Code:
nbygz84l3r23
06/27/2018 – 11:40:24

(Photograph)

The appearing person was not identified by on-line biometry for the following reason:
Foreigner. (Passport – Foreign ID Card)

(Seal of the 10th Notary Public of Bogotá D.C.)

(Signed in original)

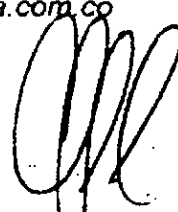
LILYAM EMILCE MARIN ARCE

10th Notary Public of the Circuit of Bogotá D.C. – Acting

(Seal: Republic of Colombia. 10th Acting Notary Public of the Circuit of Bogotá)

The present document may be consulted online at the website: www.notariasegura.com.co

Single Transaction Number: nbygz84l3r23



Carlos Julio Carrero
Traductor Oficial Inglés-Español
Resolución No. 0314
Septiembre 14, 2010

REPUBLIC OF COLOMBIA

PERSONAL IDENTIFICATION

CITIZEN'S ID CARD

Number: **1.023.960.441**

Family Names: **PEÑA PEREIRA**

Given Names: **WENDY DANIELA**

(Signed in original)

Signature

- Back -

(Right index finger)

Date of Birth: **APR 25, 1997**

Place of Birth: **BOGOTÁ D.C. (CUNDINAMARCA)**

Height: **1.60**

Blood Type RH: **O+**

Gender: **Female**

Date and Place of Issue: **MAY 25, 2015 BOGOTÁ D.C.**

(Signed in original)

NATIONAL REGISTRAR

JUAN CARLOS GALINDO VACHA

[Bar code]

Carlos Julio Carrero
Traductor Oficial Inglés-Español
Resolución No. 0314
Septiembre 14, 2010

INCORPORATION AGREEMENT OF THE COMPANY: PROYTEL SOLUTIONS S.A.S.

DATE: JUNE 25, 2018

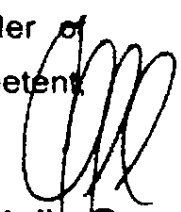
ACT OR CONTRACT: COMPANY INCORPORATION THROUGH PRIVATE DOCUMENT

PARTIES: JOSE IGNACIO TELLERIA BOSCHETTI, holder of Passport No. 124516069 and JOSE MARIA DE LA SANTÍSIMA TRINIDAD TELLERIA ALVARENGA, holder of Foreigner's ID Card No. 718.551

COMPANY TYPE: SIMPLIFIED JOINT STOCK COMPANY

On June 25, 2018, in the city of Bogota, at 2:00 p.m., appeared before me Mr. **JOSE IGNACIO TELLERIA BOSCHETTI**, holder of Passport No. 124516069, Venezuelan, of legal age, fully competent, single, domiciled in Bogota, Cundinamarca, at Carrera 8 #95-40, Apto. 403, and Mr. **JOSE MARIA DE LA SANTÍSIMA TRINIDAD TELLERIA ALVARENGA**, holder of Foreigner's ID Card No. 718.551, Venezuelan, of legal age, fully competent, married, domiciled in Bogota, Cundinamarca, at Carrera 8 #95-40, Apto. 403, with the intent of incorporating a simplified joint stock company to be governed by the following articles of incorporation and, in all regards not covered by such articles of incorporation, by Colombian laws.

FIRST: INCORPORATORS: JOSE IGNACIO TELLERIA BOSCHETTI, holder of Passport No. 124516069, Venezuelan, of legal age, fully competent, single, domiciled in Bogota, Cundinamarca, at Carrera 8 #95-40, Apto. 403, and **JOSE MARIA DE LA SANTÍSIMA TRINIDAD TELLERIA ALVARENGA**, holder of Foreigner's ID Card No. 718.551, Venezuelan, of legal age, fully competent, married, domiciled in Bogota, Cundinamarca, at Carrera 8 #95-40, Apto. 403.



Carlos Julio Carrero
Traductor Oficial Inglés-Español
Resolución No. 0314
Septiembre 14, 2010

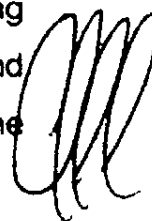
SECOND: TYPE: The incorporated company is a simplified joint stock company (S.A.S.), as governed by Law 1258 of 2008. It is a capital company of a commercial nature, and irrespective of the activities set out in the social purpose, in all regards not covered by Law 1258 of 2008, the company shall be governed by these articles of incorporation, the applicable regulation governing limited companies, or otherwise, as long as they are not contradictory, the general provisions on companies in the Code of Commerce. The Superintendence of Companies is charged with the inspection, surveillance and monitoring over the company as of its incorporation. The Company may open branches or agencies in any part of the national territory or abroad, in accordance with the applicable regulation.

THIRD: REGISTERED OFFICE: The Company shall have its registered office at the following address: Bogota, Cundinamarca, Carrera 8 #95-40, Apto. 403, and may open branches or agencies in any city within the national territory or abroad. The opening of branches shall require approval by the shareholders' meeting with a favorable vote of one or several shareholders representing, at least, a half plus one of the subscribed shares represented at such meeting.

FOURTH: NAME: The Company shall have the business name of **PROYTEL SOLUTIONS S.A.S.**

FIFTH: TERM: The Company shall have an indefinite term, but it may be dissolved when the shareholders so decide, with singular or plural majority that represent, at least, a half plus one of the subscribed shares represented at such meeting.

SIXTH: SOCIAL PURPOSE: The Company may carry out any legal activity in Colombia and/or abroad. However, the main purpose or activities of the company shall be the following: 1. Consultancy and advisory services for natural persons, legal persons or government entities both domestic and foreign on topics regarding Telecommunications, including planning and design, on-site management and operation, support and analysis of requirements for equipment installation in the

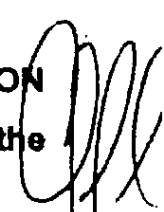


Carlos Julio Carrero
Traductor Oficial Inglés-Español
Resolución No. 0314
Septiembre 14, 2010

intended area; 2. Retail trade of telecommunication equipment and similar items; 3. Import and export of goods and services; 4. The company may acquire, dispose of or take or lease movable and immovable property, encumber in any way, construct, give or take property on loan with or without guarantee over the company goods, and carry out all kind of operations with banks, credits, customs, issue, endorse, acquire, discount, claim, transfer, accept, annul, cancel, collect or receive bills of exchange, cheques, perform loan, exchange, discount or current account operations, give or receive guarantees, endorse and negotiate securities; 5. The Company may acquire, for any reason, concessions, permits, brands, patents, franchises, representations and other commercial goods and rights and for any other commercial purpose, present bids, tenders and in general perform all kinds of acts or contracts related with the social purpose or that are akin to or complement it; 6. The Company may participate as a partner in national or foreign companies that provide similar, related or complementary services. In furtherance of and compliance with such social purpose, the company may enter into civil or commercial contracts with natural or legal persons, on its own behalf or on behalf of or with participation by third parties. The company may carry out, generally, all acts and contracts that aim to further or execute its main social purpose as well as engage in credits and operations with financial entities, giving or receiving real or personal guarantees; issue and discount trade instruments, open bank accounts, acquire, encumber, lease, rent, acquire and transfer any security, credit, bond, participate as shareholder or partner at any company; appear on trial actively or passively; and, in general, perform all kinds of commercial and financial operations in furtherance of the social purpose, be it on their own behalf, or on behalf of or participation by third parties.

SEVENTH: AUTHORIZED, SUBSCRIBED AND PAID-IN CAPITAL: The Company capital is divided in ordinary and nominal shares.

The **AUTHORIZED CAPITAL** of the Company is of **FIVE HUNDRED MILLION COLOMBIAN PESOS (COP 500,000,000)**, divided into **50,000 shares** of the



Carlos Julio Carrero
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same nominal value of ten thousand pesos (COP 10,000) each. The shares are ordinary and nominal, possess the same nominal value and shall be represented in share certificates. The inherent rights of the shares shall be printed on the back of the certificates. When the shareholders' meeting deems it appropriate, it may issue new share classes in accordance with the law, such as: preference shares, shares with preferential dividend and without right to vote, shares with fixed annual dividend and cash shares.

CAPITAL SUBSCRIPTION AND PAYMENT: I. The authorized capital is of an amount of **FIVE HUNDRED MILLION COLOMBIAN PESOS (COP 500,000,000)**.

The subscribed and paid-in capital is of an amount of **NINETY MILLION COLOMBIAN PESOS (COP 90,000,000)**, divided into **9,000 shares of the same nominal value of ten thousand pesos (COP 10,000)**, as per the following table:

SUBSCRIBER	SUBSCRIBED	PAID-IN
JOSE IGNACIO TELLERIA BOSCHETTI	8,500	8,500
JOSE MARIA DE LA SANTÍSIMA TRINIDAD TELLERIA ALVARENGA	500	500

II. **Paid-in capital.** As of the date of this document, the subscriber has paid 100% of each subscribed share, which means the capital of the company is as follows:

AUTHORIZED CAPITAL	COP 500,000,000
SUBSCRIBED CAPITAL	COP 90,000,000
PAID-IN CAPITAL	COP 90,000,000



Carlos Julio Carrero
Traductor Oficial Inglés-Español
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Paragraph: The Company may increase the authorized capital through any legal means or decrease it in such cases as expressly authorized by the law. The previous approval by the general shareholders' meeting is necessary to do so.

EIGHTH: SHARE CERTIFICATES: Share certificates shall be issued to the shareholders representing the definite nature of their shares for the total number of paid-in shares of each shareholder. The content and characteristics of the certificates shall comply with the corresponding applicable law.

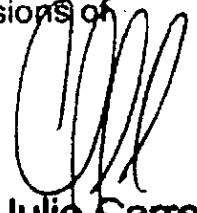
Paragraph: VOTING RIGHT: Shareholders may only vote with subscribed and totally paid shares; their vote shall be singular and may be fractioned when applicable in instances of election of a social plural body (should the Company have any.)

NINTH: SHARE REGISTRY BOOK: The Company shall keep a share registry book filed before the Chamber of Commerce corresponding to the main domicile of the Company. Such book would include the names of the shareholders, the amount and classes of shares they own, the certificate or certificates with their corresponding numbers and filing date, all disposals and transfers, pledges, usufructs, judicial attachments and claims, as well as any other act subject to filing as mandated by the law.

TENTH: SHARE ISSUANCE: It is a prerogative of the shareholders' meeting to decide on the issuance of available Company shares in reserve, as well as on the redistribution among the partners of treasury stock reacquired by the Company, when applicable.

ELEVENTH: SHARE ISSUANCE GUIDELINES: The legal representative of the Company shall, while there is no board of directors, be in charge of writing the subscription guidelines for all shares issued after the incorporation. In preparing such guidelines, the legal representative shall consider the applicable provisions of Art. 386 of the Code of Commerce and of these articles of incorporation.

TWELFTH: COMPANY BODIES: The Company shall have:



Carlos Julio Carrero
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