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Florida Department of State
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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: mmarquez71@gmail.com

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION
OC Group, C.A., Inc.

Certificate of Status	0
Certified Copy	1
Page Count	65
Estimated Charge	\$78.75

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Corporate Filing Menu

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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.

OC Group, C.A., Inc.

1. _____
(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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/25/2010 5. 10/25/2060
(Date of incorporation) (Date of duration, if other than perpetual)

6. 02/12/2019
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. Av. Principal de Lecheria CC. Forum Plaza, Piso 1 Of. 27, Lecheria, Anzoategui, Venezuela 6016
(Principal office address)

3051 S Palm Air Dr. Apt 102, Pompano Beach, Florida 33069
(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)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Miguel Marquez

Address: Av. Principal de Lecheria CC. Forum Plaza, Piso 1 Of. 27, Lecheria, Anzoategui, Venezuela 6016

Director: Daniel Ojeda

Address: Av. Principal de Lecheria CC. Forum Plaza, Piso 1 Of. 27, Lecheria, Anzoategui, Venezuela 6016

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Miguel Marquez, Director
(Typed or printed name and capacity of person signing application)

Summary Translation Certificate of Status – OC GROUP, C.A.

**REPUBLICA DE VENEZUELA
SENIAT**

TAX REGISTRATION INFORMATION (RIF) / FEIN NUMBER

COMPANY: OC GROUP, C.A.

ADDRESS: AV PRINCIPAL DE LECHERIA CC FORUM
PLAZA NIVEL 1 LOCAL 27 URB MORRO II
LECHERIAS ANZOATEGUI ZONA POSTAL
6016, VENEZUELA

CITY: LECHERIAS

ZIP CODE: 6016

REGISTRATION DATE: 11/18/2010

ISSUE DATE: 09/05/2017

EXPEDITION DATE: 09/05/2020

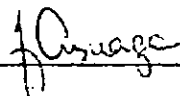
TAX I. D. NUMBER: J-306100709




**SPECIAL TAXPAYERS DIVISION
(BARCELONA)**

**3308073873-MXF
AUTHORIZED SIGNATURE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Ivonne Arsuaga, hereby certify that I am fully bilingual in English and Spanish, and I have translated this document to the best of my abilities.



			
		N° COMPROBANTE: 201707V0000034261013	
REGISTRO ÚNICO DE INFORMACIÓN FISCAL (RIF)			
J306100709 OC GROUP, C.A.		FECHA DE INSCRIPCIÓN: 18/11/2010	
DOMICILIO FISCAL AV PRINCIPAL DE LECHERIA CC FORUM PLAZA NIVEL 1 LOCAL 27 URB MORRO II LECHERIAS ANZOATEGUI ZONA POSTAL 6016		FECHA DE ÚLTIMA ACTUALIZACIÓN: 05/09/2017	
		FECHA DE VENCIMIENTO: 05/09/2020	
DIVISIÓN CONTRIBUYENTES ESPECIALES (BARCELONA)		3306100709-OKS FIRMA AUTORIZADA	
			
Condición: Contribuyente Ordinario del IVA y Agente de Retención del IVA: La condición de este contribuyente requiere la retención del 75% del impuesto causado, salvo que incurra en los supuestos establecidos para la retención del 100%.			
La validez de este Comprobante debe verificarse a través de la dirección www.seniat.gov.ve , Sistemas en Línea mediante la opción 'Consulta Comprobante Digital RIF'. No requiere sello húmedo.			

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

I, Daniel E. Malavé, Venezuelan, of legal age, with a Venezuelan Personal I.D. Card No. 2.666.197 and U.S. Social Security Number 105-46-9453, in my capacity of nationwide & U.K. for Eastern Area of Venezuela, Certified Public Interpreter, in the English Language, appointed by the Venezuelan Justice Department, sworn on November 27th, 1998; Certificate duly registered before the State Public Registry Office to the State of Anzoátegui, Venezuela, on December 11th, 1998, under No. 71, Pages 141 to 142, Fourth quarter, and published in Official Gazette No. 36.632 on January 29th, 1999, hereby dully, translate the attached document, written in Spanish, which reads as follows:

BOLIVARIAN REPUBLIC OF VENEZUELA

Ministry of Popular Power for Internal Relations and Justice

Registry and Public Notary Office

RM N° 264

Third Mercantile Registry to the State of Anzoategui

Municipality Simon Bolivar, August 28th, 2014.

The previous document was submitted and since all the legal requirements have been met, it is hereby ordered to incorporate said company before the Mercantile Registry Office, along with attached documents, post and make a file of the Company with the Incorporating and Bylaws documents. It is hereby ordered to issue a certified copy of the posted instrument. The previous document was drafted by the Attorney-at-Law Joiran Josefina Velasquez Malave, the same is recorded Number: 48, Volume -45-A RM3ROBAR

Scaled and Signed by

Attorney-at-Law Dilcelee Mar Ibrahim Rondon

III Mercantile Registrar

This page belongs to O C GROUP C.A. Expedient N° 264-1104

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 SECRETARIADO DE TALLAHASSEE, FLORIDA
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Law Office of Dilcelee Mar Ibrahim Rondon
 1000 ...
 Tallahassee, Florida 32301
 Phone: 904-224-1111

Respectable

III MERCANTILE REGISTRAR OF THE JUDICIAL CIRCUIT OF THE ANZOATEGUI STATE

I, JOIRAN JOSEFINA VELASQUEZ MALAVE, Venezuelan, of legal age, Venezuelan I.D. Card: V-16.797.395, Bar-Association under N° 116.152, duly authorized by the company, "OC GROUP". CA ", a Mercantile Company, incorporated before the Third Mercantile Register Office of the State of Anzoátegui, on October 25th, 2010, under N° 5, Volume 54-A RM3ROBAR, under the name of INVERSIONES PLAYA 1117, CA, and on March 28th, 2018, its bylaws were amended and its name changed to "OC GROUP, CA", registered before the Mercantile Registry, under number 42 , Volume -21-A RM3ROBAR, Tax N° J-30610070-9, before you respectfully appear to request the registration, publication and other requirements of Law, in accordance with the provisions of the Article 217 of the Commercial Code. I submit the minutes of the Special Meeting of Shareholders held on the 2nd , April 2014. I beg you to order the issue of a certified copy of the documents, once all the legal requirements be met. Barcelona, at the date of its presentation.

Signed by

Joiran Josefina Velasquez Malave

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
[Handwritten signature]

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

MINUTES OF THE SPECIAL MEETING OF SHAREHOLDERS OF THE "OC GROUP, C.A.", HELD ON APRIL 02nd, 2014.

Today, April 2nd, 2014, being 10:00 am, gathered at the premises of the Company located at the Centro Empresarial, 7th Floor Office 708, Lecheria, State Anzoategui, the shareholders of the Company "OC GROUP, CA ", the shareholder: **MIGUEL ANDRES MARQUEZ ROMERO**, Venezuelan, of legal age, Venezuelan I.D. Card: V-10.335.539, Tax Number V-10335539-3, owner of FIVE HUNDRED THOUSAND (500,000) registered shares. Present as a guest was **DANIEL ENRIQUE OJEDA GONZALEZ**, Venezuelan, of legal age, single, and Venezuelan I.D. Card: V-14.633.730, Tax Number V- 14633730-5. The meeting is conducted by **MIGUEL ANNDRE MARQUEZ ROMERO**, and as Secretary **JOIRAN JOSEFINAN VELASQUEZ MALAVE**. Since the total stocks are present at the meeting, the meeting is legal. Then the Agenda of the day was read as follows:

FIRST POINT: Amendment of the Legal Domicile of the company and Third Clause of the Incorporating Document/Bylaws Document of the company.

SECOND POINT: Sale of shares and Incorporating Document/Bylaws Document of the company.

THIRD POINT: Appointment of a new Board of Directors thus amending Clauses Fifteenth, Seventeenth and Twenty Sixth of the Incorporating Document/Bylaws Document.

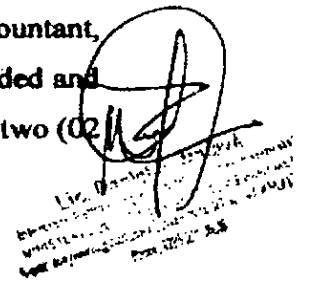
FOURTH POINT: Consideration of the financial statements of the company for the following periods: from October 25th, 2010 to March 31st, 2011. April 1st, 2011 to March 31st, 2012 and from January 04th, 2012 March 31st, 2013. Immediately after the Meeting started the consideration of the Agenda of the Day.

First Point: The new legal address is Avenue de Lecheria, FORUM PLAZA Mall, Level 1, Office 27, Urbanization El Morro II, Lecheria, Municipality Diego B.

Urbaneja Anzoategui State, Zip Code 6016. Amendment of Clause Third, and from now on the new legal address is the one shown above. The company has the capacity to open offices, agencies and branches anywhere in the Bolivarian Republic of Venezuela or abroad." The point was approved unanimously.

Second Point: MIGUEL ANDRES MARQUEZ ROMERO takes the floor and informs the Meeting that he has decided to sell SEVENTY FIVE THOUSAND (75.000) shares with a par value of One,00/100 Bolivar (Bs 1.00) to **DANIEL ENRIQUE OJEDA GONZALEZ**, who accepted the sale and paid to Miguel Andres Marquez Romero, the amount of seventy-five thousand, 00/100 Bolivars (Bs. 75,000.00) in legal tender of the country. The transaction was recorded in the Stock Ledger of the Company. As a result of this transaction it is amended Clause Fifth of the Incorporating Document/Bylaws of the Company, which will read as follows: "FIFTH: The capital of the company is FIVE HUNDRED THOUSAND BOLIVARS (Bs.500,000.00), divided into Five Hundred Thousand (500,000) registered shares with a par value of One, 00/100 bolivars (Bs.1.00), distributed as follows: MIGUEL ANDRES MARQUEZ ROMERO, owns four hundred and twenty-five thousand (425,000) shares, which amount to FOUR HUNDRED TWENTY-FIVE THOUSAND BOLIVARS (425,000.00), and DANIEL ENRIQUE OJEDA GONZALEZ, owns seventy-five thousand (75,000) shares, which amount to SEVENTY-FIVE THOUSAND 00/100 BOLIVARS (Bs 75,000.00).

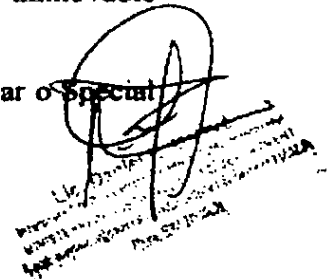
THIRD POINT: Appointment of a new Board of Directors thus modifying the Clauses Fifteenth, Twelfth and Twenty Sixth of the Incorporating Document of the Company. Due to the sale of the stocks, the President proposes to abolish the classification of Directors "A" and "B", leaving the board of directors only with two (02) administrators: The Board of Director from now on is as follows: **MIGUEL ANDRES MARQUEZ ROMERO** and **DANIEL ENRIQUE OJEDA GONZALEZ** are the Directors and **ARIS JOANNETTE LUNA FRISSE**, Public Accountant, License No. 58.772 is the Commissary. Therefore Clauses Fifteenth is amended and will read as follows: The administration of the company will be in charge of two (02)

A handwritten signature in black ink is written over a circular official stamp. The stamp contains text in Spanish, including 'Lic. [Name]', 'C.P. [Number]', and 'R.C. [Number]'. The signature is a stylized, cursive 'A'.

DIRECTORS appointed by the Regular Meeting of Stockholder who will last five (5) years in their positions

SEVENTH: The powers of the Administrators, acting jointly or SEPARATELY, are all administrative matters of the company, among them:

- a) Establish the guidelines of the general policy of the company and execute the corporate purpose of the company.
- b) Approve the acquisition or sale of real estate, furniture or securities which might be necessary, useful and convenient in the operation of the company and in the execution of its corporate purpose.
- c) Open and mobilize checking/savings accounts, or of any other nature in banking companies.
- d) Release, accepts, or endorses bills of exchange or promissory notes.
- e) Make requests for bank loans.
- f) Constitute corporate guarantees or guarantees, granting general, judicial or mercantile factors, establishing the administrative powers that may be exercised.
- g) Represent the company in the celebration of all acts or contracts of any nature, sign in notaries, registries and any official or public institutions, as much as necessary. It is understood that communication and relations in the private order are inherent to it.
- h) Determine the use of the reserve funds, in accordance with provisions of Article 262 of the Commercial Code.
- i) Execute the decision to distribute dividends approved by the Regular Shareholders' Meeting and order payment.
- j) Obtain loans and grant the necessary guarantees.
- k) Execute all acts of Administration and disposition on movable or immovable property of the Company.
- l) Preside and sign the minutes of the Shareholders Meeting, Regular or Special of the Company.



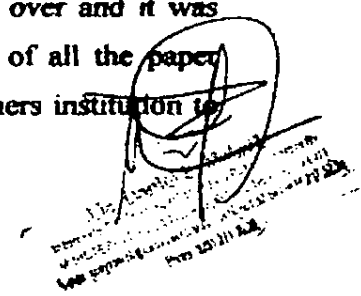
The image shows a handwritten signature in black ink over a circular official stamp. The stamp contains text in Spanish, including 'Administradores', 'Calle', 'Teléfono', 'Fax', and 'Correo Electrónico'. The signature is written in a cursive style and overlaps the stamp.

- m) Sign the securities or shares to support existence of the shares and transfers of shares in the book of shareholder.
- n) Sign the documents letters, correspondences which related to the original turn of the Company.
- o) Acquired shares of other companies or any other type of negotiable documents, provided that it refers to companies or acts that comply with the corporate purpose of this company or its investments, with the prior approval of the Shareholder's Meeting.
- p) Certify, for the purposes of Registration of the Financial Reports, total or partial records of the obliged corporate books referred to in Article 260 of the Commercial Code.
- q) Prepare the monthly Financial Statements.
- r) Prepare the annual budget of expenses of the Company, the reports, the balance sheets and Financial Statements necessary for the knowledge of the Stockholder's Meeting or of the credit institutions.
- s) Carry out, in general, as many acts of administration or disposition as they deem convenient to the social interests without any limitation, since the present statement is merely enunciative, not limitative. "

TWENTY-SIXTH: As Administrators are appointed: **MIGUEL ANDRES MARQUEZ** and **DANIEL ENRIQUE OJEDA GONZALEZ**,

Fourth Point: Considerations of the Financial Statements of the Company, for the periods: 10/25/2010 to 3/31 / 2011, ...01/04/2011 to 03/31/2012 and 04/01/2012 to 03/31/2013. The point were thoroughly discussed and approved unanimously.

Since all the points were discussed the meeting was declared over and it was authorized JOIRAN JOSEFINA VELASQUEZ MALAVE, to take care of all the paper work before the Mercantile Public Registry Office and any others institution to comply with provisions of the Business Code.



JOIRAN JOSEFINA VELASQUEZ MALAVE
10/11/2011

Signed illegibly by

MIGUEL ANDRES MARQUEZ ROMERO and

DANIEL ENRIQUE OJEDA GONZALEZ

And I, **MIGUEL ANDRES MARQUEZ ROMERO**, in my capacity as **DIRECTOR** of the Company "**OC GROUP, C.A.**" hereby certify the authenticity of the present document. Recorded in the Minutes Ledger of the Company.

Lecheria, at the date of its presentation.

Signed and Fingerprint by

Miguel Andres Marquez Romero
10.335.539

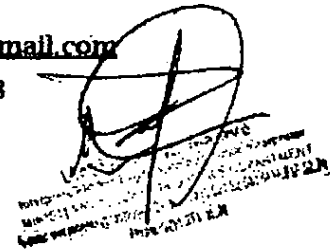
Daniel Enrique Ojeda Gonzalez
14.633.730

I hereby certify that it is a true and faithful translation to the best of my knowledge, ability and belief, that I have completed of the attached document, written in Spanish, in witness whereof I have hereunto affixed my legal seal and signature at Barcelona, State of Anzoátegui, Venezuela, on January 22nd, 2019.

CERTIFIED TRANSLATOR

venezuela1004@gmail.com & guayaberos43@gmail.com

58-414-817.5274 and 58-416-684.3198



I, Daniel E. Malavé, Venezuelan, of legal age, with a Venezuelan Personal I.D. Card No. 2.666.197 and U.S. Social Security Number 105-46-9453, in my capacity of nationwide & U.K. for Eastern Area of Venezuela, Certified Public Interpreter, in the English Language, appointed by the Venezuelan Justice Department, sworn on November 27th, 1998, Certificate duly registered before the State Public Registry Office to the State of Anzoátegui, Venezuela, on December 11th, 1998, under No. 71, Pages 141 to 142, Fourth quarter, and published in Official Gazette No. 36.632 on January 29th, 1999, hereby dully, translate the attached document, written in Spanish, which reads as follows:



BOLIVARIAN REPUBLIC OF VENEZUELA

Ministry of Interior and Justice

Autonomous For Public Notary and Public Registry Offices

Third Mercantile Registry Office to the State of Anzoategui

RM N° 264

206 and 157° after Independence and Federation

ATTORNEY-AT-LAW CARLOS L. FRANCO S.

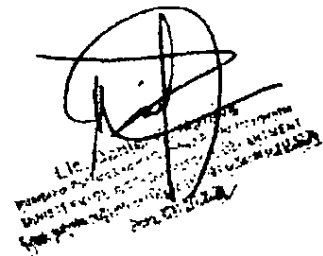
REGISTRAR

Hereby certifies

that the entry of the Registry of Commerce, hereinafter recorded under Volume:
 60-A, RM3ROBAR. N° 34, year 2016. as well as the Participation, Note and
 Incorporating Document, hereinafter copied, are faithful transfer of their originals,
 which read as follows:

264-1104

THIS PAGE BELONGS TO O.C. GROUP, C.A.



Document drafted by

JOIRAN JOSEFINA VELASQUEZ MALAVE
Attorney-at-Law -Bar Association N° 116.152

Respectable

Third Mercantile Registrar of the Judicial Circuit to the State of Anzoategui

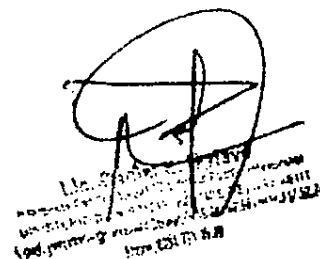
I, JOIRAN JOSEFINA VELASQUEZ MALAVE Venezuelan, of legal age, Venezuelan Personal I.D. Cards No. V-16.797.395, dully authorized by the corporation **OC GROUP, C.A.**, Tax N° J-30610070-9., incorporated before the Third Mercantile Office to the State of Anzoategui, on October 25th, 2010, under N° 05, Volume 54-A, RM3ROBAR, under the name of **INVERSIONES PLAYA 1117, C.A.** later amended its bylaws, being one of them through which changes its name to **OC GROUP, C.A.** incorporated before the above Registry Office on August 28th, 2012, under number 42, Volume 21-A, RM3ROBAR, with due respect appear before you to submit the present document to be registered the same, complying with provisions of Article 217 of the Business Code. I am hereby submitting the Minute of the Regular Meeting of Stockholders, date March 30th, 2016.

I beg you that once all the legal requirements are met, to please order the issue of certify copy of the documents and Financial Statements pre and pro increase.

Barcelona, at the date of its acknowledgement

Signed illegibly by

JOIRAN JOSEFINA VELASQUEZ MALAVE



The stamp contains the following text:
Tercera Oficina Mercantil del Poder Judicial del Estado de Anzoátegui
Calle 10 de Agosto No. 1000
Caracas, Venezuela
Tel: (0212) 911.1111
Fax: (0212) 911.1111
E-mail: tmo@poderjudicial.gob.ve



BOLIVARIAN REPUBLIC OF VENEZUELA
 Ministry of Interior and Justice
 Autonomous For Public Notary and Public Registry Offices
 Third Mercantile Registry Office to the State of Anzoategui - RM N° 264
 206° and 157° after Independence and Federation

Municipality Simon Bolivar, July 29th, 2016

The previous document was submitted and since all the legal requirements have been met, it is hereby ordered to incorporate said company before the Mercantile Registry Office, along with attached documents, post and make a file of the Company with the Incorporating and Bylaws documents. It is hereby ordered to issue a certified copy of the posted instrument. The previous document was drafted by the Attorney-at-Law Joiran Josefina Velasquez Malave, the same is recorded under N° 34, Volume 60-A-RM3ROBAR.

Carlos L. Franco S.
 III Mercantile Registrar

=

MINUTE OF REGULAR MEETING OF SHAREHOLDER OF O.C. GROUP, C.A.

held on March 30th, 2016

Today, March 30th, 2016, at 10:00 am, gathered at the premises of the company Miguel Andres Marquez Romero, holder of Four Million Two Hundred and Fifty Thousand (4.250.000) stocks and Daniel Enrique Gonzalez, holder of Seven Hundred and Fifty Thousand Stocks (750.000), which represents one hundred percent (100%) of the Operating Capital of the Company, with the purpose to hold a Meeting of Stockholder, with the following:

The block contains a handwritten signature in black ink over a circular official stamp. The stamp is partially legible and contains text including 'L.C. PROBADO', 'MERCANTILE REGISTRY OFFICE', and 'ANZOATEGUI STATE'. The signature appears to be 'Carlos L. Franco S.'.

AGENDA OF THE DAY

FIRST: Considerations of the Financial Reports of the Company for the terms: April 2014 to March 31st, 2015,

SECOND: Increase of the Operating Capital.

THIRD: Sale of stocks.

FOURTH.- Amendment of Clause Fifth of the Incorporating Document/Bylaws

The Meeting started its deliberations and proceeding to discuss the Agenda of the Day.

SECOND: Increase of the Operating Capital. It was decided by the Meeting to issued new stocks to increase the Operating Capital in the amount of Forty Million, 0/100 bolivars (Bs.40.000.000,00) which will bring the Operating Capital to FORTY FIVE,00/100 (Bs.45.000.000,00) 00/100 BOLIVARS, with the issue of Forty Million (40.000.000) of new stocks with a par value of One,00/100 bolivar (Bs.1.00), distributed as follows: Miguel Andres Marquez Romero, subscribes and pays Thirty Four Million stocks, which amounts to: Thirty Four Million, 00/100 bolivars (Bs. 34.000.000,00) and Daniel Enrique Ojeda Gonzalez subscribes and pays Six Million stocks, which amounts to: Six Million, 00/100 bolivars (Bs. 6.000.000,00). The distributions of stocks is now as follows:

- 1) The stockholder MIGUEL ANDRES MARQUEZ ROMERO, subscribed and paid Thirty Eight Million, Two Hundred and Fifty Thousand Stocks (38.250.000), which amounts to Two Hundred and Fifty Thousand,00/100 bolivars (Bs.38.250.000).
- 2) The stockholder DANIEL ENRIQUE OJEDA GONZALEZ, subscribed and paid Six Million, Seven Hundred and Fifty

The stamp contains the following text:

D.E. MARQUEZ ROMERO

MIGUEL ANDRES MARQUEZ ROMERO

CALLE 100 N. # 100

CAROLINA, VENEZUELA

R.F.C. 23.081.1978

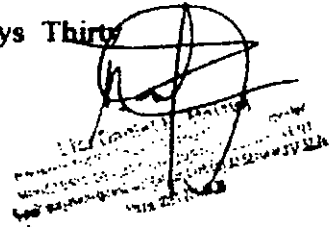
Thousand Stocks (6.750.000), which amounts to Seven Hundred and Fifty Thousand, 00/100 bolivars (Bs.6.750.000),

THIRD: Sale of Stocks. MIGUEL ANDRES MARQUEZ ROMERO takes the floor and informs his decision to sell Four Million, Five Hundred Thousand stocks and DANIEL ENRIQUE OJEDA GONZALEZ shows interested in buying them and proceeds to buy them and pays MIGUEL ANDRES MARQUEZ ROMERO, the amount of Four Million, Five Hundred Thousand, 00/100 bolivars (Bs.4.500.000,00) in legal tender in the country, which is accepted by the seller to his entire satisfaction. The transaction is recorded in the Stock Ledger of the company. Now the ownership of the stocks is as follows:

- 1) MIGUEL ANDRES MARQUEZ ROMERO, subscribes and pays Thirty Three Million, Six Hundred and Fifty Thousand (33.650.000) stocks, which amounts to Thirty Three Million, Six Hundred and Fifty Thousand, 00/100 bolivars (Bs.33.650,00/100 bolivars.
- 2) DANIEL ENRIQUE OJEDA GONZALEZ subscribes and pays Eleven Million Two Hundred and Fifty Thousand (11.250.000) stocks, which amounts to Eleven Million Two Hundred and Fifty Thousand (11.250.000),00/100 bolivars

FOURTH- Amendment of Clause Fifth of the Incorporating Document/Bylaws. Due to the sale of the above mentioned stocks Clause Fifth of the company, from now on will read as follows: The Operating Capital of the Company is the amount of Forty Million,00/100 bolivars (Bs.45.000.000,00), divided into Forty Five Million, stocks with a par value of One,00/100 bolivar (Bs.1.00) and distributed as follows:

- 1) MIGUEL ANDRES MARQUEZ ROMERO, subscribes and pays Thirty



Three Million, Seven Hundred and Fifty Thousand (33.750.000) stocks, which amounts to Thirty Three Million, Seven Hundred and Fifty Thousand, 00/100 bolivars (Bs.33.750,00/100 bolivars.

2) DANIEL ENRIQUE OJEDA GONZALEZ subscribes and pays Eleven Million Two Hundred and Fifty Thousand (11.250.000) stocks, which amounts to Eleven Million Two Hundred and Fifty Thousand (11.250.000),00/100 bolivars

We, MIGUEL ANDRES MARQUEZ ROMERO and DANIEL ENRIQUE OJEDA GONZALEZ declare under oath the money invested in the present transaction is the product of licit activities, which could be verified by the respective authorities of the country and also state that the fund product of the present transaction will be expended in licit activities. It is hereby authorized Joiran Josefina Velasquez Malavé, to take care of all the paper work before the Mercantile Public Registry Office and other Institution, regarding the present instrument, in order to comply with la laws of the nation. And I, Miguel Andres Marquez Romero, hereby certify that the present instrument is a faithful and true copy of its original, kept in the Ledger Book of Minutes of this company.

Lecheria, at the date Lecheria, at the date of its presentation.

Signed and Fingerprint by

Miguel Andres Marquez Romero
10.335.539

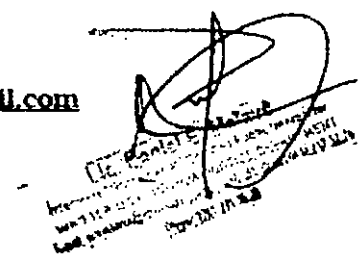
Daniel Enrique Ojeda Gonzalez
14.633.730

I hereby certify that it is a true and faithful translation to the best of my knowledge, ability and belief, that I have completed of the attached document, written in Spanish, in witness whereof I have hereunto affixed my legal seal and signature at Barcelona, State of Anzoátegui, Venezuela, on January 22nd, 2019.

CERTIFIED TRANSLATOR

venezuela1004@gmail.com & guavaberos43@gmail.com

58-414-817.5274 and 58-416-684.3198



SIXTH: Stocks are nominal: Non-convertible to bearer and confers to the rights and obligations to the owner. Each stocks equals to one vote in the meeting. The company will only recognize one owner per each stock.

SEVENTH.- In case of increase of the Operating Capital, existing stockholders will have preferred rights to buy them as well as preferred right to buy stocks offered by any other stockholder. In case that none of the existing stockholder be interested in buying the selling stocks, the seller could sell them to third parties.

CHAPTER III MEETINGS

EIGHTH The supreme authority of the Company are the Meeting of Stockholders and will be regular and special.

NINTH.- Decisions of the Meetings of stockholders are mandatory for all stockholders and the like, being present or not at the meeting.

TENTH: For a meeting to be valid, must be present at least 51% of the Operating Capital.

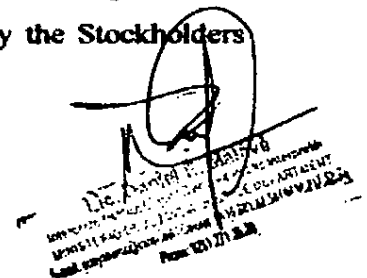
ELEVENTH: Notice of the meeting will be done by the Director and will be published in a nationwide newspaper with at least five days before the meeting, indicating the subjects to be treated. If the total Operating Capital is present it won't be necessary the Notice of the Meeting.

TWELFTH.- Any stockholder could be represent through a proxy.

THIREENTH: Regular Meeting will be held annually before the 15th of June and Special whenever necessary for the wellbeing of the company.

FOURTEENTH.- The regular meeting of Stockholders will be in charge of all the administrative and legal activities of the company.

FIFTEENTH.- The administration of the company shall be in charge of one Administrator, type A and four substitutes type B, appointed by the Stockholders Meeting, who will last five years in their positions.



Ministry of Economy and Finance
SECRETARÍA DE ECONOMÍA Y FINANZAS
CALLE DE LA INDEPENDENCIA, No. 100, P.O. BOX 100
SANTO DOMINGO, D.R. TEL: (809) 238-2000

SIXTEENTH- Administrators will deposit in the Legal Fundo of the Company, to comply with law, twenty stocks, which will be marked with an special seal, until the account and the performance of the administrators be approved.

SEVENTEENTH- Administrator type "A", will be in charge to set the policies of the company and carry out all the administrative and legal activities of the company.

EIGHTEENTH- The legal representative, appointed by the Administrative, will be in charge of all the legal matters of the company.

NINETEENTH- If administrators, by any cause, are not replaced in their opportunity, their terms will be extended until the following meeting of stockholders, which will be in charge of appointing them.

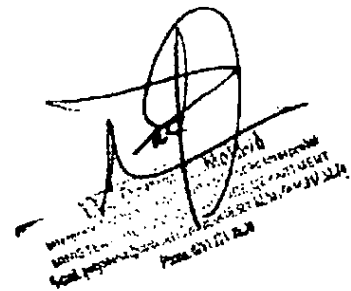
TITLE IV

COMMISSARY AND FINANCIAL STATEMENTS

TWENTIETH The meetings of stockholders will appoint a Commissary who will be in charge of supervising the operations of the company who reports directly to it, who will last three years in his/her positions and could be reelected. Annually the Commissary will submit to the Meeting of Stockholders the Financial Statements of the company for its consideration, according to the law.

TWENTY FIRST- The first Financial Statement will be from the date of the Incorporation of the company until March 31st of the next year. From there on will be done from the first of April 01st till March of the following year. At the end of each term, it will be prepared all the Financial Statements of the company.

TWENTY SECOND: Five percent of the Dividends shall be set aside to make up the Legal Reserve Fund, until the same reaches ten percent of the Operating Capital. The balance of the Dividends shall be distributed among the stockholders, unless the Meeting of Stockholders decides something else.



Handwritten signature and official stamp. The stamp contains the text: "SECRETARÍA DE ECONOMÍA", "ESTADOS UNIDOS MEXICANOS", "CARRANZA", "SECRETARÍA DE ECONOMÍA", "ESTADOS UNIDOS MEXICANOS", "CARRANZA".

TITLE V

LIQUIDATION OF THE COMPANY

TWENTY THIRD: In case of the liquidations of the company, the Meeting of Stockholders will appoint one or more liquidators, to carry out said liquidations according to the Law.

TWENTY FOURTH. During the term of the liquidation, the Meeting of Stockholders will continue with its regular activities.

TWENTY FIFTH. Any amendment of the Bylaws shall be carried out by the Meeting of Stockholders, with at least the presence of 75% of the stocks.

TITLE VI

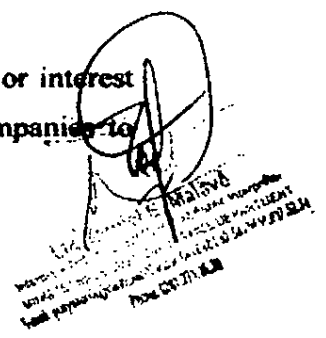
TRANSITORY DISPOSTIONS

TWENTY SIXTH. It is hereby appointed as Administrator type "A" to MIGUEL ANDRES MARQUE ROMERO and as Administrator type "B" to: DANIEL ENRIQUE OJEDA GONZALEZ, JUAN GABRIEL MARCANO FRANCO and LORYMAR KARINA CHIRINOS HERNANDEZ and FRAY LOEDRY OBANDO PAREDES, Venezuelan I.D. Card N° 15.376.313, 15.376.313, 15.963.150 and 11.955.988 respectively.

TWENTY SEVENTH.- Anything not included in the present document, shall be governed by provisions respectively of the Venezuelan Business Code.

TWENTY EIGHTH.- All controversies, differences and interests among the shareholders that cannot be resolved through the Company's guidelines, in a friendly manner must be resolved through arbitration. Without exhausting the arbitration option, it cannot be triggered, in jurisdictional way. The obligation of arbitration is understood to be executed thirty (30) days after the event producing the conflict, provided that this is undoubtedly contained in the minutes of the Board of Directors or in a written document.

TWENTY NINTH.- If for reasons of economy, functionality, specialty or interest for the company, it is necessary to hire or sub-contract with other companies to

A handwritten signature in black ink is written over a circular official stamp. The stamp contains the text "Ministry of the Interior" and "Malaysia" in English, and "Kementerian Dalam Negeri" and "Malaysia" in Malay. Below the stamp, there is a date stamp that reads "14/02/2019".

perform or assist in the realization of the corporate purpose, the company in which the shareholders have a stake will be preferred.

THIRTIETH.- As Commissary is appointed. ARIS JOANNETTE LUNA FRISSE, Venezuelan I.D. Card N° V-15601.987, Public Accountant, License N° 58.772.

THIRTY FIRST.- It is hereby appointed Joiran Josefina Velasquez Malave, to carry out all the paper work before the Public Registry Office and any other institution of the present document, to comply with provisions of the Venezuelan Business Code..

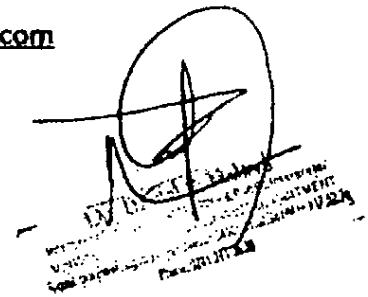
Signed illegibly by
MIGUEL ANDRES MARQUEZ ROMERO

Municipality Simon Bolivar, March 28th, 2012.

Signed illegibly by
Joiran Josefina Velasquez Malavé and
Ruben Emilio Saez Zeipa
Third Mercantile Registrar

I hereby certify that it is a true and faithful translation to the best of my knowledge, ability and belief, that I have completed of the attached document, written in Spanish, in witness whereof I have hereunto affixed my legal rubber stamp and signature at Barcelona, State of Anzoátegui, Venezuela, on January 20th, 2019.

CERTIFIED TRANSLATOR
venezuela1004@gmail.com & guayaberos43@gmail.com
58-414-817.5274 and 58-416-684-3198



I, Daniel E. Malavé, Venezuelan, of legal age, with a Venezuelan Personal I.D. Card No. 2.666.197 and U.S. Social Security Number 105-46-9453, in my capacity of nationwide & U.K. for Eastern Area of Venezuela, Certified Public Interpreter, in the English Language, appointed by the Venezuelan Justice Department, sworn on November 27th, 1998, Certificate duly registered before the State Public Registry Office to the State of Anzoátegui, Venezuela, on December 11th, 1998, under No. 71, Pages 141 to 142, Fourth quarter, and published in Official Gazette No. 36.632 on January 29th, 1999, hereby dully, translate the attached document, written in Spanish, which reads as follows:



BOLIVARIAN REPUBLIC OF VENEZUELA

Ministry of Interior and Justice

Autonomous For Public Notary and Public Registry Offices

Third Mercantile Registry Office to the State of Anzoategui

RM N° 264

201 and 153° after Independence and Federation

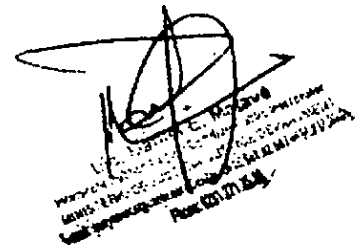
ATTORNEY-AT-LAW RUBEN EMILIO SAEZ ZERPA: REGISTRAR

Hereby certifies

that the entry of the Registry of Commerce, hereinafter recorded under Volume: 21-A, RM3ROBAR. N° 42, year 2012. as well as the Participation, Note and Incorporating Document, hereinafter copied, are faithful transfer of their originals, which read as follows:

264-1104

This page belongs to: **OC GROUP, C.A.**



Document drafted by
JOIRAN JOSEFINA VELASQUEZ MALAVE
 Attorney-at-Law
 Bar Association N° 116.152

Respectable
 Third Mercantile Registrar of the Judicial Circuit to
 the State of Anzoategui

I, **JOIRAN JOSEFINA VELASQUEZ MALAVE** Venezuelan, of legal age, Venezuelan Personal I.D. Cards No. V-16.797.395, dully authorized by the corporation **INVERSIONES PLAYA 1117, C.A.**, incorporated before the Third Mercantile Office to the State of Anzoategui, on October 25th, 2010, under N° 05, Volume 54-A, RM3ROBAR, hereby make it known that according to the last amendment, registered before the Third Mercantile Public Office on February 22nd, 2011, under N° 13, Volume 11-A, RM3ROBAR, by means of the present document make it known that the Corporation changed its name and from now on will be known as **OC GROUP, C.A.**, Tax N° J-30610070-9, with due respect appear before you to submit the present document to be registered the same, complying with provisions of Article 217 of the Business Code. I am hereby submitting the Minute of the Special Meeting of Stockholders, date March 15th, 2012.
 I beg you that once all the legal requirements are met, to please order the issue of certify copy of the documents.

Barcelona, at the date of its acknowledgement

Signed illegibly by

JOIRAN JOSEFINA VELASQUEZ MALAVE

The image shows a handwritten signature in black ink over a circular official stamp. The stamp contains text in Spanish, including 'Tercera Oficina Mercantil del Poder Judicial del Estado de Anzoátegui' and 'Punto de Registro'. The signature is written in a cursive style, and the stamp is partially obscured by it.



BOLIVARIAN REPUBLIC OF VENEZUELA

Ministry of Interior and Justice

Autonomous For Public Notary and Public Registry Offices

Third Mercantile Registry Office to the State of Arzoatogui - RM.N ° 264

Barcelona, March 28th, 2012

The previous document was submitted and since all the legal requirements have been met, it is hereby ordered to incorporate said company before the Mercantile Registry Office, along with attached documents, post and make a file of the Company with the Incorporating and Bylaws documents. It is hereby ordered to issue a certified copy of the posted instrument. The previous document was drafted by the Attorney-at-Law Joiran Josefina Velasquez Malave, the same is recorded under N° 472, Volume 21-A-RM3ROBAR.

Ruben Emilio Saez Zerpa

III Mercantile Registrar

I, **MIGUEL ANDRES MARQUEZ ROMERO**, Venezuelan, Venezuelan I.D. Card N° 10.335.539, acting in my capacity of Director of the Corporation Inversiones Playa 1117, C.A., hereby certify that the present Minute is a faithful and true copy of its original, which reads as follows:

The meeting started deliberation and started to treat the Agenda of the Day, which goes as follows:

MINUTE OF SPECIAL MEETING OF STOCKHOLDERS

Today, March 15th, 2012, at 2:00 pm, gathered at the premises of the company Miguel Andres Marquez Romero, holder of one hundred percent of the stocks of the Operating Capital of the company with the purpose to hold a Meeting of Stockholder, with the following:

AGENDA OF THE DAY

FIRST: Change of name and purpose of the Company Inversiones Playa 1117, C. A. to **OC GROUP, C.A.**,

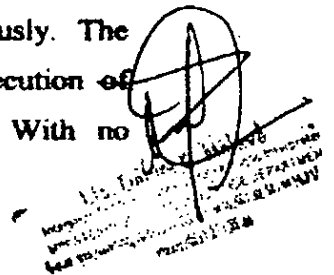
SECOND: Change the legal domicile of the Corporation.

THIRD: Pay the balance of the Operating Capital of the Company and increase it from Twenty Thousand to Five Hundred Thousand, 00/100 bolivars, through the issue of Four Hundred Eight Thousand new Stocks (480.000), nominal with a par value of One, 00/100 bolivar (Bs. 1.00).

FOURTH.- Proceed to the drafting of the new Incorporating/Bylaws of the OC GROUP, C.A., which shall be drafted in such a way to be used as Incorporating Document and Bylaws.

The Meeting started its deliberations and proceeding to discuss the Agenda of the Day.

FIRST: Change of name and purpose of the Company Inversiones Playa 1117, C. A. to **OC GROUP, C.A.**, which was approved unanimously. The new purpose of the company will be the following: Execution of Projects, Study, Counseling of Engineering in general. With no

A handwritten signature in black ink is written over a circular official stamp. The stamp contains text in Spanish, including "Ministerio del Poder Público Interior" and "República Bolivariana de Venezuela".

NEW INCORPORATING/ BYLAWS DOCUMENT OF OC GROUP C.A.

CAPTER I

TITLE FIRST

NAME, DOMICILE, PURPOSE AND LIFE

FIRST: NAME: OC GROUP C.A.

SECOND: PURPOSE: will be the following: Execution of Projects, Study, Counseling of Engineering in general. With no limitation, as well as promotion, design and construction of Living Complex, buy/Sell of any type of movable and immovable properties, administration of the same. Besides this, the company will be able to assist technically, commercialize and supply all of type of goods, equipment and products in general, as well as to draft all documents related to such activities. In general all type of licit activities, related or not to its main purpose.

THIRD: LEGAL DOMICILE: the legal domicile of the Corporation, which was approved unanimously and the new legal domicile will be: *Av. Principal, Centro Empresarial, Piso 7, Oficina 708, Lecheria, State of Arzoategui, Venezuela*, with the capacity to open branches at any place nationally or abroad.

FOURTH:- LIFE: 50 years, starting from the date of the incorporation of the company before the Public Registry Office and said term could be extended, according to the decision of the meeting of stockholders.

CHAPTER II

OPERATING CAPITAL AND STOCKS

FIFTH: OPERATING CAPITAL. FIVE HUNDRED THOUSAND (Bs. 500.000,00) 00/100 BOLIVARS, divided into Five Hundred Nominative Stocks (500.000) with a par value of One, 00/100 bolivar, paid as follows: MIGUEL ANDRES MARQUEZ ROMERO, subscribes and pays five hundred thousand stocks, which amounts to Five Hundred Thousand, 00/100 bolivars0).



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

SERVICIO AUTÓNOMO DE REGISTROS Y
NOTARÍAS.
REGISTRO MERCANTIL TERCERO DEL
ESTADO ANZOÁTEGUI

RM No. 264
201° y 153°

Abogado RUBEN EMILIO SAEZ ZERPA, Registrador Mercantil Tercero

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: **21-A RM3ROBAR**. Número: **42** del año **2012**, así como La Participación, Nota y Documento que se copian de seguida son traslado fiel de sus originales, los cuales son del tenor siguiente:

3)

264-1104

ESTE FOLIO PERTENECE A:
O C GROUP, C.A
Número de expediente: **264-1104**



2



MINISTERIO DEL PODER POPULAR PARA RELACIONES INTERIORES Y JUSTICIA
 REPÚBLICA BOLIVARIANA DE VENEZUELA
 SERVICIO AUTÓNOMO DE REGISTROS Y NOTARIAS


Fecha de Emisión: 21/03/2012

2012 y 1531

Número de Trámite: 264 2012.1.3246

La PUB desde su emisión tiene una vigencia de treinta (30) días continuos para ser cancelada, una vez efectuada la cancelación respectiva, tiene una vigencia de sesenta (60) días no prorrogables para presentar el documento. Agotados dichos lapsos la PUB es nula y deberá emitirse una nueva PUB para realizar el trámite, debiendo cancelarse nuevamente el monto correspondiente.



PLANILLA ÚNICA BANCARIA		Número Planilla: 26400030044	
 Tipo de Acto: SOLICITUD DE DENOMINACIÓN COMERCIAL BUI - BARCELONA		22/03/2012 11:53 Tx:VPIF Us:RH03374 0102 0412 SAREN PLANILLA UNICA Id Serv.: 26400030044 Serial: 26430044 Trace SCH: JQXIFH0065JBM Monto Efectivo: 135,00 Monto Cheques Bdv: .00 Monto Cheques Otro Bdv: .00 Monto Total Planilla: 135,00	
		Número Control: 235-6665-7776 (H)	
Nombre y Apellido del Solicitante	Forma de Pago	Nro. Cheque/Aprobación	Monto (BsF)
MIGUEL ANDRES MARQUEZ ROMERO			
CI/RIF/Pasaporte del Solicitante	Monto Efectivo		
V-10.335.539			
Nombre y Apellido del Depositante	Cheque Gerencial/ del mismo Banco		
CI/RIF/Pasaporte del Depositante	Punto de Venta		
Firma del Depositante	Pago por Internet		
MONTO EN LETRAS: <u>CIENTO TREINTA Y CINCO BOLIVARES CON CERO CENTIMOS</u>		MONTO TOTAL	135,00

CÓDIGO PARA USO DEL SAREN			
FUNCIONARIO EMISOR	FUNCIONARIO RECEPTOR	FUNCIONARIO REVISOR	REGISTRADOR/NOTARIO
Nombre(s) y Apellidos			
Cédula de Identidad			
Cargo			
Fecha			
Firma			

Sello de la Oficina

Bancos Recaudadores

Sello y Firma del Banco

- 0003 - Banco Industrial de Venezuela
- 0175 - Banco Bicentenario
- 0102 - Banco de Venezuela
- 0198 - Banco Provincial
- 0163 - Banco del Tesoro

