

# F19000001358

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

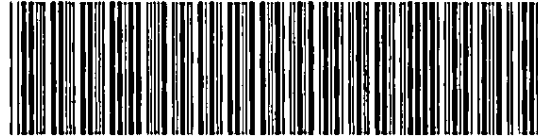
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

ent W19-17256

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19 MAR 22 AM 12:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

O SIGNATURE  
MAR 22 2019

LAW OFFICES  
**MICHAEL ORTIZ, P.A.**

1430 SOUTH DIXIE HIGHWAY  
SUITE 321  
CORAL GABLES, FLORIDA 33146

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

March 15, 2019

**Via: Federal Express**

Octavia L. Simmons  
Regulatory Specialist  
New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

2019 MAR 22 PM 12:13

**Re: Rejection of Application by Foreign Corporation for  
Authorization to Transact Business in Florida  
Ref No. W19000017256  
Client File No.: 1226**

Dear Mrs. Simmons:

I acknowledge receipt of your letter dated February 21, 2019, rejecting the Application by Ginfotech, C.A. Corp. for Authorization to Transact Business in Florida (the "Application"), copy of which is attached as Exhibit "A".

I respectfully submit that the Bolivarian Republic of Venezuela does not issue Certificates of Existence or Certificates of Good Standing for entities formed under the laws of that country.

The only certifications which the Bolivarian Republic of Venezuela will issue showing that a corporation, such as Ginfotech C.A. is active are the ones which I enclosed with my original letter and Application, as follows: Certified Translation of Articles of Incorporation, and a Certified Translation of Tax Register Information indicating that this company's Tax ID is valid through November 16, 2020.

I respectfully request reconsideration of this Application and the original documents which I am resubmitting with this letter. Thank you.

Very truly yours,

MICHAEL ORTIZ, P.A.



MICHAEL ORTIZ, ESQ.

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Ginfotech, C.A. Corp.

\_\_\_\_\_  
Name of corporation - must include suffix

Dear Sir or Madam:

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

Please return all correspondence concerning this matter to the following:

Michael Ortiz

\_\_\_\_\_  
Name of Person

Michael Ortiz, P.A.

\_\_\_\_\_  
Firm/Company

1430 Sout Dixie Highway, Suite 321

\_\_\_\_\_  
Address

Coral Gables, FL 33146

\_\_\_\_\_  
City/State and Zip code

lawortiz@aol.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael Ortiz

\_\_\_\_\_  
at ( 305 ) 665-5270

\_\_\_\_\_  
Name of Person

\_\_\_\_\_  
Area Code

\_\_\_\_\_  
Daytime Telephone Number

### STREET/COURIER ADDRESS:

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

### MAILING ADDRESS:

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

Enclosed is a check for the following amount:

☒ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &  
Certificate of Status

☐ \$78.75 Filing Fee &  
Certified Copy

☐ \$87.50 Filing Fee,  
Certificate of Status &  
Certified Copy


**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

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

1. Ginfotech, C.A. Corp.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
2. Venezuela 3. 98-1465839  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 3, 2016 5. \_\_\_\_\_  
(Date of incorporation) (Date of duration, if other than perpetual)
6. This corporation has not transacted business in Florida.  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 1430 South Dixie Highway, Suite 321, Coral Gables, FL 33146  
(Principal office address)
- \_\_\_\_\_  
(Current mailing address, if different)
8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
- Name: Michael Ortiz, P.A.
- Office Address: 1430 South Dixie Highway, Suite 321
- Coral Gables 33146  
(City) (Zip code)
- Florida

**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 MAR 22 AM 12:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**A. DIRECTORS**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Edgardo Reyes

Address: 8514 NW 66th Street

Miami, FL 33166

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: Edgardo Reyes

Address: 8514 NW 66th Street

Miami, FL 33166

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Michael Ortiz

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

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

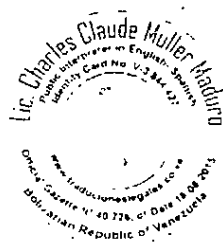
**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

12.  \_\_\_\_\_  
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 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.

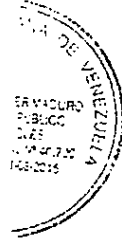
13. Michael Ortiz, Secretary  
\_\_\_\_\_  
(Typed or printed name and capacity of person signing application)

FILED  
19 MAR 22 AM 12:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



The undersigned, **Charles Muller M.**, Venezuelan, of legal age, domiciled in the city of Caracas, Municipality of El Recreo, Capital District, Bolivarian Republic of Venezuela, bearer of Identity Card No. V-3.844.427; Public Interpreter in the English language title issued by the People's Ministry for Interior Relations, Justice and Peace of the Bolivarian Republic of Venezuela, registered with the Principal Registry Office of the Capital District under No. 257, Page 257, Volume 15, deposited with the 26<sup>th</sup> Municipal Court of the Metropolitan Area of Caracas, published in the 40.726 of the Official Gazette of the Bolivarian Republic of Venezuela, dated 18<sup>th</sup> of August 2015, **DO HEREBY CERTIFY:** That the attached document, written in Spanish, which has been presented to me for its translation to English, reads as follows:





FORM N°: 201610G0000031278390

### TAX INFORMATION REGISTER (RIF)

J408778688 GINFOTECH, C.A.

FISCAL DOMICILE AV. 88A, CIVIC NUMBER 130-41, CPG, TRIGALEÑA PLAZA, LEVEL  
3, OF. 5 URB. LA TRIGALEÑA, VALENCIA, CARABOBO STATE, ZIP 2001

DATE OF REGISTER: 11/04/2016

DATE OF LAST UPDATE: 11/16/2017

DUE DATE: 11/16/2020

MANAGEMENT OF INTERNAL REVENUE  
CENTRAL ZONE

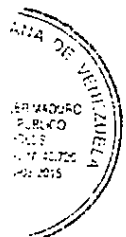
3408778688-NUF  
AUTHORIZED SIGNATURE




This taxpayer requires a 100% withholding of the income tax caused, unless it is exempted, not subject to demonstrate before the Withholding Agent of IVA withholding of being an exonerated taxpayer.

The validity of this form may be verified through [www.seniat.gob.ve](http://www.seniat.gob.ve), Online Systems through the Consult <option of Digital Form RIF>. It doesn't require an ink seal.

The above is a verbatim translation of the attached document, made at the request of the interested party, in Caracas, Venezuela, at Seventeen (17) days of the month of December of the year two thousand and eighteen (2018).



  
**Lic. Charles Claude Muller Maduro**

Public Interpreter in English- Spanish  
Official Gazette N° 40 726, of Date 08-18-2015  
Identity Card No. V-3 844 427





The undersigned, **Charles Muller M**, Venezuelan, of legal age, domiciled in the city of Caracas, Municipality of El Recreo, Capital District, Bolivarian Republic of Venezuela, bearer of Identity Card No. V-3.844.427; Public Interpreter in the English language title issued by the People's Ministry for Interior Relations, Justice and Peace of the Bolivarian Republic of Venezuela, registered with the Principal Registry Office of the Capital District under No. 257, Page 257, Volume 15, deposited with the 26<sup>th</sup> Municipal Court of the Metropolitan Area of Caracas, published in the 40.726 of the Official Gazette of the Bolivarian Republic of Venezuela, dated 18<sup>th</sup> of August 2015, **DO HEREBY CERTIFY**: That the attached document, written in Spanish, which has been presented to me for its translation to English, reads as follows:



DATE ISSUED: 11/01/2016

206° and 157°



Bolivian Republic of Venezuela  
Ministry of the People's Power For  
Domestic Affairs, Justice and peace  
Autonomous Registry Service and Notary

The PUB since its issuance is valid for thirty (30) continuous days to be canceled, once the respective cancellation has been made, it is valid for sixty (60) days not extendable to present the document. Once these periods have been exhausted, the PUB is null and a new PUB must be issued to carry out the process and must cancel the corresponding amount again

**SINGLE BANK FORM**

Form number: 31500356599  
Application Number: 315.2016.4.5383

R.M.  
PUB-CCO  
LES  
M. 12  
J. 2016



TYPE OF ACT: Constitution of anonymous Companies

APPLICANT'S FIRST AND LAST NAME  
JUAN CARLOS ROMERO REYES

Control Number: 044-2644-3776 (4)

I.D./RIF/ APPLICANT'S PASSPORT  
V. 12 997 333

DEPOSITOR'S NAME AND SURNAME:

I.D./RIF/ DEPOSITOR'S PASSPORT

DEPOSITOR'S SIGNATURE

Payment Form

Cash Amount

Point of sale

Internet payment

Tax SAREN  
Municipal / Stadal TAX  
TOTAL AMOUNT

15.221.50

Amount in letters:  
Fifteen thousand two hundred twenty-one Bolivars with fifty cent

Seal of the Office (illegible)

Bank Collectors  
0003- Banco Industrial de Venezuela  
0002- Banco de Venezuela  
0163- Banco del Tesoro

0175- Banco Bicentenario  
0108- Banco Provincial

Signature and stamp of bank

DATE ISSUED: 11/01/2016

206° and 157°



Bolivian Republic of Venezuela  
Ministry of the People's Power For  
Domestic Affairs, Justice and peace  
Autonomous Registry Service and Notary

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I.D./RIF/ DEPOSITOR'S PASSPORT

DEPOSITOR'S SIGNATURE

Payment Form

Cash Amount

Point of sale

Internet payment

Tax SAREN  
Municipal / Stadal TAX  
TOTAL AMOUNT

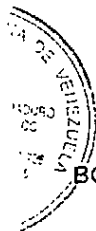
15.221.50

Amount in letters:  
Fifteen thousand two hundred twenty-one Bolivars with fifty cent

Seal of the Office (illegible)

Bank Collectors  
0003- Banco Industrial de Venezuela  
0002- Banco de Venezuela

0175- Banco Bicentenario  
0108- Banco Provincial



**BOLIVARIAN REPUBLIC OF VENEZUELA MINISTRY OF THE PEOPLE'S  
POWER FOR INTERNAL AFFAIRS AND JUSTICE**

RM No.315  
206° and 157°

AUTONOMOUS SERVICE OF REGISTRIES AND  
NOTARY OFFICES.  
SECOND MERCANTILE REGISTRY OFFICE FOR THE  
STATE OF CARABOBO

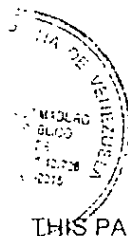
the lawyer NACIM JOSE SALOMÓN VALDIVIESO, Deputy Second Mercantile  
Registrar (E)

**CERTIFIES**

That the following entry into the Commercial Registry whose original is recorded in  
Volume: 314-A. Number 35-year 2016, as its participation, note and registry of the  
following document which are verbatim copies of its originals, which read as  
follows:

**315-66585**

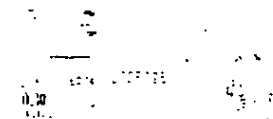
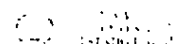
Duly Sealed




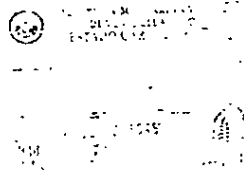
THIS PAGE PERTAINS TO:

**GINFOTECH, C.A.**

EXPEDIENT FILE NO.316-66585




  
Juan Carlos Romero Reyes.  
LAWYER  
Lawyers association 144.367

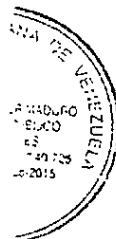


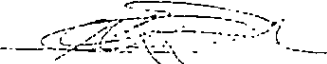
CITIZEN:

SECOND MERCANTILE REGISTRAR FOR THE JUDICIAL CIRCUIT OF THE  
STATE CARABOBO.

YOUR OFFICE.-

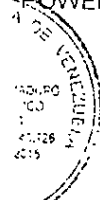
  
JUAN CARLOS ROMERO REYES, Venezuelan, of legal age, resident of this jurisdiction, legally competent, holder of Identity Card No. V-129973338, Fiscal Registry (RIF) N° V-12.997.338, domiciled in the city of Valencia, state of Carabobo, hereby I appear before you with the purpose of delivering under your authority, duly authorized by the Act of Incorporation of the business company GINFOTECH C.A., Incorporation Act and Bylaws of the company with the purpose stated in the Code of Commerce for its Entry, Registry and Publishing, original of the Act of Incorporation duly signed by the shareholders and edited with sufficient wording to be the By Laws of the company Herein after attached the inventory stated in the Incorporation Act. Thereby, I request from the Citizen Registrar, issue a certified copy of the Incorporation Act and the document authorizing its publishing.



  
JUAN CARLOS ROMERO REYES  
V-12.997.333



BOLIVARIAN REPUBLIC OF VENEZUELA \*\*\*MINISTRY OF THE PEOPLE'S  
POWER FOR INTERNAL AFFAIRS AND JUSTICE

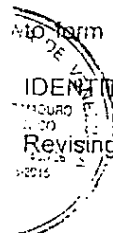


RM No.315  
206° and 157°

AUTONOMOUS SERVICE OF REGISTRIES AND  
NOTARY OFFICES.  
SECOND MERCANTILE REGISTRY  
OF THE STATE OF CARABOBO

Municipality Valencia November 3 year 2016

The previous participation has been presented. According to the compliance of all the requirements demanded by the Law, record it at the Mercantile Registry together with the attached document; register the Incorporation Act and attached documents. Issue a copy of the record for publishing. The document was edited by Lawyer JUAN CARLOS ROMERO REYES. Lawyers association 144.367, entered at the Mercantile Register under number 35 Volume 314-A, Bs 15.221,50 according to form RM 31500356599 Bank N°5636970 by JUAN CARLOS ROMERO REYES  
IDENTITY CARD V-12997333.



Revising Lawyer: CARMEN TERESA CARPIO SANCHEZ

Deputy Second Mercantile Registrar (E)

Signed Lawyer NACIM JOSE SALOMON VALDIVIESO

THIS PAGE PERTAINS TO:

GINFOTECH C.A.

Expedient File number 316-66585

CONST



Juan Carlos Romero Reyes.  
LAWYER  
Lawyers association 144.367

We, **EDGARDO ROBERTO REYES GARCIA** and **MARIA GABRIELA RODRIGUEZ PINO**, Venezuelan, of legal age, legally capable before the law, civil status single, holders of the Identity Card No. **V-11.811.262** and **V-12.419.668** accordingly; Hereby we declare that we have incorporated a company by shares that shall be runned under the following By Laws which have been edited to be the Incorporation Act and if required the articles of the Code of Commerce shall be applied.

## CONSTITUTIVE DOCUMENT AND SOCIAL STATUTES

**GINFOTECH C.A.**

### CHAPTER I

#### NAME AND DOMICILE

**ARTICLE 1°:** The name of the company is **GINFOTECH, C.A.** and is Paseo La Granja C.C domiciled in Paseo La Granja, Business Tower, 7<sup>th</sup> floor, office 06, Municipality Naguanagua, State Carabobo and it may open agencies or branch offices elsewhere in the Republic Venezuelans or overseas.

### CHAPTER II


#### OBJECT AND DURATION

**ARTICLE 2°:** The object of the company is the provision of services in the field of technology and information system such as advising on the use of such technology, adaptation and configuration of information systems, adaptation of the system to the requirements of its customers, whether developed systems by the company or provided by third parties, may also engage in the distribution and marketing of licenses for the use of commercial software owned by third parties and the provision of services derived from such licensing; a) represent foreign and national commercial firms; b) Carry out marketing activities, commercial promotion and advertising in all its phases and areas. In general, perform all operations and acts of commerce that are necessary or convenient for the fulfillment of its corporate purpose, since the above enumeration is only by way of enunciation and not

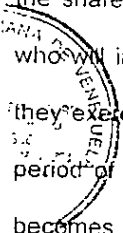
restrictive **ARTICLE 3°:** The Life span of the company shall be of thirty (30) years, counting upon the date of its recording in the Commercial Registry Office, nevertheless it may be extended its duration or reduced at any time as ordered by the General Shareholders Meeting

### CHAPTER III


#### **CAPITAL STOCK AND SHARES**



**ARTICLE 4°:** The capital stock of The Company is the sum of ONE MILLION BOLIVARES (BS.1.000.000.00), made of ONE HUNDRED (100) nominal shares of TEN THOUSAND BOLIVARS (10.000,00) each. Subscribed and paid in whole as follows: EDGARDO ROBERTO REYES GARCIA, has subscribed and paid FIFTY (50) shares, for a total of FIVE HUNDRED THOUSAND BOLIVARS (Bs 500,000.00); and MARIA GABRIELA RODRIGUEZ PINO has subscribed and paid CINCUENTAS (50) shares, for a total of FIVE HUNDRED THOUSAND BOLIVARS (Bs 500,000.00); payments that are evidenced by inventory of detailed goods, duly signed by the shareholders and by the Certified Public Accountant, which is attached to this document. **ARTICLE 5°:** Each share gives the right to one vote at the General Shareholders' Meeting, and the shareholders may be represented by simple power of attorney. The shareholders must be registered in the Shareholders' Book of the company to be considered as such by it. To transfer the ownership of the shares, the shareholder must notify the Chairman of the company in writing, who will inform the rest of the shareholders so that, if they have an interest in it, they exercise the preferential right to acquire them, which It will be in force for a period of thirty (30) days from the moment in which the last of the shareholders becomes aware of the desire to transfer the shares. If during this period the remaining shareholders do not exercise the preferential right, the shareholder in question may freely sell their shares to third parties. In any case, the sale to third parties must be made under the terms, conditions, quantity and price of the shareholders, any modification will be considered as a new offer, which must be processed in accordance with the provisions herein. **ARTICLE 6°:** in the event that several shareholders are interested in acquiring shares offered, shall proceed to



sell them in proportion to the number of those held by then for each of them, and if it were impossible to exactly proportional division thereof, shall be awarded by lot those that prevent proportionality required.

ARTICLE 7°: The transfer of shares of a natural person to his or her heirs or legal persons to others whose shares or capital belong to them and are under their control more than ninety percent (90%). shall not be subject to compliance with the provisions concerning the preferential right that assists the shareholders.

#### CHAPTER IV

#### **THE SHAREHOLDERS MEETING. SUMMONS AND QUORUM**

ARTICLE 8°: The supreme authority of the company is the General Shareholders Meeting, its agreements mandatory for all its shareholders, who may be represented in the Shareholders Meeting by proxy or persons authorized by means of a power of attorney in writing. ARTICLE 9°: The highest authority and control of the company corresponds to the General Shareholders Meeting, which shall have the powers and faculties established in articles 275 and 280 of the Code of Commerce, as well as appoint the officers who manage and direct the company. In addition, it has the broadest powers of administration and disposition that may be necessary to carry out the business of the company and, being validly constituted, represents the universality of the company's shareholders and its decisions within the terms of its powers, according to this incorporation Act, are compulsory for all shareholders, even if they have not attended it. ARTICLE 10°: The General Shareholders' Meeting. The Shareholders' Meeting shall be held each year within ninety (90) days following the close of the fiscal year, On the date and place fixed by the President, by means of a summons, fifteen (15) days before the Shareholders Meeting, the President shall make available to the shareholders in the offices of the company, the General Ledger, the Profit and Loss Statement, the report of report of the Statutory Auditor and the list of shareholders. Article 11°: The Extraordinary Shareholders Meeting shall meet whenever they are required, duly summoned according to the proceedings in this Incorporation Act. Article 12° the summons for shareholders' meetings can be agreed by the directors or at the



request of a number of shareholders representing at least twenty percent (20%) of the capital. share **ARTICLE 13°** The Shareholders Meeting, Ordinary or extraordinary, shall be convened by the Administrators by notice published in a newspaper of daily circulation in the place of the registered office or by written communication, with at least fifteen (15) days in advance of the date in which it is to be celebrated. The type of assembly must be indicated in it, the day, time, place and agenda of the meeting. Any shareholder whose domicile is located outside of Venezuela, must be sent the notice through written communication or email, ten (10) days before the date set for the meeting. In each meeting, only the points of the agenda proposed for the meeting can be discussed, resulting in null and void decisions made on topics not expressed in the call. When the total share capital is met, the representatives of the same may validly install an assembly without the formalities of the requirement of prior notice. **ARTICLE 14°:** In order to install validly Shareholders Meeting, is necessary that one-half of the shares comprising the capital stock be represented in it, except in cases in which the law or this document requires greater representation. If an Ordinary Meeting is called, a sufficient number of shareholders shall not be present to form the quorum required for its proper installation, the realization of the same shall be deferred for the third business day, and said meeting shall be held at the same time, in the same site and on the same agenda, without the need for a new call. If at that time the necessary quorum is not achieved, a final call shall be made and must be published fifteen (15) days in advance, stating the time and place summoned fore meeting, which must be stated on the agenda originally proposed, specifying, additionally and expressly, that such meeting shall be validly constituted with the number of shareholders attending it. **ARTICLE 15°:** All the decisions of the Shareholders' Meeting shall be made being present and favorable vote of those who represent. Exempted of this article are the objects dealt according to article 280 of the Code of Commerce, which shall have the favorable vote of those shareholders representing seventy-five percent (75%) of the total, are exempt from the application of this article. of the capital stock of the company.

## CHAPTER V

### ADMINISTRATION

**ARTICLE 16°:** The Company shall be headed by a (1) President and a (1) Vice President, who shall be the Administrators; which, in turn, shall be elected for a period of five (5) years, by the General Shareholders Meeting, being able to be re-elected for a period of equal duration and that shall continue to exercise their functions until their successors have been elected and taken possession of their positions. Likewise, the Directors may be removed from their position by the General Shareholders' Meeting, to which, in this case, the appointment of a new member shall correspond. Each of the Administrators shall deposit in the Social Fund, if is a shareholder, or shall be deposited by the person who proposed for such position shall one (1) share of the company one (1) share of the company if it is not a shareholder for the purposes set forth in article 244 of the Code of Commerce. **ARTICLE 17°:** The Administrators shall hold sessions whenever the interest of the company demands it, at least four (4) times per year, previous call of the Presidents or of two or more of its other members. To have a quorum in a session of the Administrators, the two (2) members must be present and the resolutions shall always be taken by an absolute majority of the votes of the attendees. **ARTICLE 18:** The Administrators shall exercise the full direction and disposition of the assets of the company, in accordance with the provisions of this Constituent Document. **ARTICLE 19:** The President shall be the legal representative of the Company and the executive body of the Directors, shall preside over all the meetings of the Shareholders' Assembly and enforce its agreements and decisions. The President and Vice President jointly or separately shall have within their powers, without any authorization, the following powers: 1. Represent the company in or out of court within the territory of the Republic or abroad before individuals, authorities, companies, corporations, agencies and public institutes national, state or municipal. 2. Direct the business strategies of the company in the national territory and outside it. 3. Exercise the management of the business of the company inside and outside the national territory, and for this

purpose, celebrate and subscribe each and every one of the acts, documents and contracts of which is interested party In case it decides to. Perform, acquire, dispose of and encumber movable and immovable property. 4. Issue, accept, endorse, discount and guarantee any securities, credit or trade securities and grant the guarantees that are necessary for the corporate purpose; open and mobilize bank accounts. 5. Grant and revoke powers, on behalf of the company, conferring the powers of attorney to desist, agree, compromise, be cited or notified, engage in arbitrators or arbitrators, request a decision as equity, receive amounts of money and in general those that it deems necessary for the best management and defense of the rights and interests of the company. 6. It may grant general and / or special powers, including empowering its attorney to open, mobilize and cancel current, banking and commercial accounts. 7. Delegate their faculties and duties to any of the other officers of the company. 8. Any others that may be attributed to it by the Shareholders' Meetings. **ARTICLE 20:** The Chairman shall proceed in accordance with the instructions and the powers assigned to him, pursuant to this document, by the Shareholders' Assemblies. **ARTICLE 21:** The attributions conferred to a certain official may be delegated by the Administrators, for joint or separate exercise, to one of its members or to another official, to the extent and for the time that it determines.

#### CHAPTER VI

##### THE STATUTORY AUDITOR

**ARTICLE 22°:** The company shall have a statutory Auditor who shall perform his duties for five (5) years to be appointed by the Shareholders' Meeting and shall remain in office until he is replaced by elected as stated in the By Laws. The auditor in office shall have the duties and duties set forth in the Commercial Code, and his supervisory and control functions shall be unlimited and shall inform the Directors and the Assembly of any fact or circumstance he considers pertinent to the post.

#### CHAPTER VII

##### THE ECONOMIC PERIOD AND DISTRIBUTION OF PROFITS

ARTICLE 23°: The first fiscal year of the company will be from the date of its inscription in the corresponding Mercantile Registry until December thirty-first (31) of the year two thousand and sixteen (2016). The following financial years will begin on January first (1°) of each year and until December thirty-first (31) of December of each year. At the end of each fiscal year, the accounts of the company will be cut and an inventory of all social interests will be made. Proceed immediately, in accordance with the Commercial Code; to the formation of the Balance and Statement of Profits and Losses. ARTICLE 24°: Annually, once the general Ledger is approved by the Ordinary shareholders meeting shall decide the liquid profits will be distributed as follows: a) Five percent (5%) will be separated to form the reserve fund, until it reaches an amount not less than ten percent (10%) of the share capital. b) The sums or percentages that by decision of the Administrators or the Shareholders Assembly are destined to form other reserve or guarantee funds or to increase the reserve fund foreseen in the a) of this article, c) will be set aside. Remainder will be available to the Directors who may distribute it among the shareholders at the time and in the amounts determined by the Board itself, in proportion to the number and value paid of the shares held by each shareholder, or may be used for any other purpose licit in benefit of the Company. The Directors may, in the manner and opportunities they deem appropriate, change the allocation given to part or all of the reserve funds created pursuant to item b) of this article, or distribute them among the shareholders in whole or in part as dividends.

#### CHAPTER VIII

#### **DISSOLUTION AND LIQUIDATION**

ARTICLE 25°: The Company may dissolve before expiring the term of its duration, for any of the reasons listed in the Code of Commerce. ARTICLE 26°: The General Shareholders Meeting which decides the liquidation, shall appoint by majority vote, one or more liquidators and will determine its faculties, as well as the rules according to which the liquidation has to be carried out. If said General Shareholders Meeting does not determine the powers of the liquidators, they shall have the powers prescribed by the Code of Commerce. ARTICLE 27°: the

proceeds from the liquidation having deduced the social liability and expenses shall be shall be distributed among the shareholders in proportion to the number and value paid of their respective shares.

## CHAPTER IX

### FINAL DISPOSITIONS

**ARTICLE 28°:** In all that is not expressly established by this Constituent Document, the provisions of the Commercial Code shall apply. **ARTICLE 29°:** The following officials were elected, who will remain in their positions for the period of five (5) years, and continue in them until their substitutes are assigned by a General Shareholders Meeting being: **PRESIDENT: EDGARDO ROBERTO REYES GARCIA**, holder of the identity card No V-11.811.262, **VICE-PRESIDENT: MARIA GABRIELA RODRIGUEZ PINO**, holder of the identity card N° V-12.419.668 a **STATUTORY AUDITOR: HEBERTLYN CIBEL LAYA PEREZ**, Venezuelan, of age, holder of Identity Card N V-14.078.613, registered with the Association of Public Accountants under No. 62840. And We, the undersigned **DECLARE ON FAITH OF OATH** that the capital, assets, assets, values or titles of the act or legal business for the purpose of incorporation of an anonymous company, come from licit activities, which can be corroborated by the competent bodies and have no relation with money, capital, assets, assets, securities or securities that are considered products of the illicit activities or actions contemplated in the Organic Law against Organized Crime: and Financing of terrorism and / or in the Organic Law on Drugs. Finally, the citizen **JUAN CARLOS ROMERO REYES**, previously identified, was authorized sufficiently for the purposes of making the corresponding participation before the corresponding Mercantile Registry, so that he makes the participations of the case to the Mercantile Registry and complies with all the procedures related to the registration, posting, registration and publication of this document. In Valencia, at the date of its presentation.

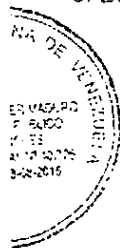
EDGARDO R. REYES G

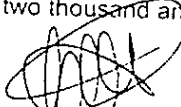
MARIA G. RODRIGUEZ P

MUNICIPALITY VALENCIA NOVEMBER 3 YEAR TWO THOUSAND AND SEVENTEEN (SIGNED) JUAN CARLOS ROMERO REYES, Lawyer NACIM JOSE SALOMON VALDIVIESO. THE PRESENT CERTIFIED COPY IS ISSUED WITH THE PURPOSE OF PUBLISHING ACCORDING TO FORM N° 315.2016.4.5383.

Lawyer NACIM JOSE SALOMON VALDIVIESO DEPUTY SECOND MERCANTILE REGISTRAR

The above is a verbatim translation of the attached document, made at the request of the interested party, in Caracas, Venezuela, at Seventeen (17) days of the month of December of the year two thousand and eighteen (2018).



  
**Lic. Charles Claude Muller Maduro**

Public Interpreter in English- Spanish  
Official Gazette N° 40 726, of Date 08-18-2015  
Identity Card No. V-3 844 427