

F19000004617

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

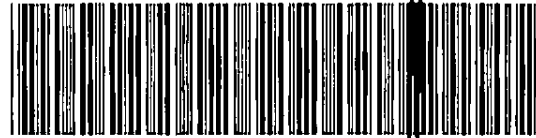
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2019 SEP 26 PM 2:39

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D. BRUCE
OCT 15 2019

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: GRAN CACIQUE II, C.A.

Name of corporation - must include suffix

Dear Sir or Madam:

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

Please return all correspondence concerning this matter to the following:

XIOMARA POLANCO

Name of Person

SANCHEZ VADILLO LLP

Firm/Company

11402 NW 41 STREET, SUITE 202

Address

DORAL, FLORIDA 33178

City/State and Zip code

XPOLANCO@SVLAWUS.COM

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

For further information concerning this matter, please call:

XIOMARA POLANCO

305 at ()

485-9700

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

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 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

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. GRAN CACIQUE II, C.A. CORP.
 (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

N/A

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. VENEZUELA 3. N/A

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

4. 10/08/1996 5. 50 YEARS

(Date of incorporation) (Date of duration, if other than perpetual)

6. N/A

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

7. VIA TERMINAL DE FERRYS, GALPON NO. 6, SECTOR EL SALADO, CUMANA, EDIFICIO SUCRE, VZ

(Principal office address)

4345 NW 116 AVENUE, DORAL, FLORIDA 33178

(Current mailing address, if different)

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

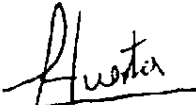
Name: H&R TAX ADVISORS LLC

Office Address: 12741 SW 38 TERRACE

MIAMI, Florida 33175
 (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.

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 MIAMI OFFICE OF THE SECRETARY OF STATE

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

A. DIRECTORS

Chairman: SHIKRE RASSI URBANO
Address: PARCELAMIENTO MIRANDA, CALLE URACOA, QUINTA DELIRIO, CUMANA
EDIFICIO SUCRE, VENEZUELA

Vice Chairman: JORGE RASSI URBANO
Address: AVENIDA R-8, RESIDENCIAS SIETE MARES, APTO 303, URB. EL MORRO,
LECHERIAS, EDO. ANZOATEGUI, VENEZUELA

Director: DIZNARDA URBANO DE RASSI
Address: PARCELA MIRANDA, CALLE AVACO, NO 48, CUMANA, EDO SUCRE
VENEZUELA

Director: _____
Address: _____

B. OFFICERS

President: SHIKRE RASSI URBANO
Address: PARCELAMIENTO MIRANDA, CALLE URACOA, QUINTA DELIRIO, CUMANA
EDIFICIO SUCRE, VENEZUELA

Vice President: JORGE RASSI URBANO
Address: AVENUDA R-8, RESIDENCIAS SIETE MARES, APTO 303, URB. EL MORRO,
LECHERIAS, EDO. ANZOATEGUI, VENEZUELA

Secretary: MAXINO LEZAMA
Address: AVENIDA CANCAMURE, SECTOR TRES PICOS, URB. DONA ONDINA, CASA 401, CUMANA, EDO SUCRE, VZ

Treasurer: _____
Address: _____

2018 SEP 26 PM 3:35
FBI
ADM. SERV. DIV. 11-1076

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. JORGE RASSI URBANO, VICE PRESIENT
(Typed or printed name and capacity of person signing application)



BOLIVARIAN REPUBLIC OF VENEZUELA

*** MINISTRY OF POPULAR POWER FOR INTERNAL RELATIONS AND JUSTICE***

INDEPENDENT REGISTRY AND
NOTARIAL SERVICES
FIRST MERCANTILE REGISTRY OF
THE STATE SUCRE

RM No. 424
206th and 157th

Attorney EULLYS M GONZALEZ E. MERCANTILE REGISTRAR

CERTIFIES

That the record of Commercial Registry below, which the original is recorded on volume: **4-A RM424**: Number: **43** of year **2017**, as well as the participation, note and document that are transcribed below are the true and exact copy of its originals, which reads as follows:

14352

THIS PAGE BELONGS TO:
GRAN CACIQUE II. C.A.

[Illegible signature appears]

Ana Maria Libertella
ATTORNEY
I.P.S.A.:27.760
RIF: V-08434935-2
I.D.: 8.434.935

[Illegible signature and round seal appear]

CITIZEN:

MERCANTILE REGISTRAR OF THE JUDICIAL CIRCUIT OF THE STATE SUCRE
HAND DELIVERED. -

I, **MAXIMO LEZAMA**, Venezuelan, of legal age, resident of this city of Cumana, capital of the state of Sucre, bearer of identity card N° 5.700.718; properly authorized for this act by the General and Extraordinary Assembly of Shareholders of the company "**GRAN CACIQUE II, C.A.**", mercantile company with its headquarters in Cumana, state of Sucre; registered at the First Mercantile Registry of the Judicial Circuit of the State of Sucre; on October eighth (18th) of nineteen ninety-six (1996), under N° 23, volume A-62, 4th quarter, registered at the Fiscal Identification Registry, RIF J-30387605-6, with its headquarters in Cumana, state of Sucre, before you I respectfully come and expose: For the purpose of its recording and registration with this enclosed certified copy of the Minutes of the Extraordinary Assemble of the company, held on **February second (02nd) of two thousand and seventeen (2017)**, which the following was addressed:

FIRST ITEM: Appointment of the members of the Directive Board for the period between February second (02nd) of two thousand and seventeen (2017) to February second (02nd) of two thousand and twenty-second (2022).

SECOND ITEM: Appointment of the commissioner for the period between February second (02nd) of two thousand and seventeen (2017) to February second (02nd) of two thousand and nineteen (2019).

Observing the above I request you take all appropriate measures in order to have issued three (03) certified copies of this partition and the annexed Assembly Minutes, and the instrument that stipulates it. In Cumana, capital city of the state of Sucre, at the presentation date.

[Illegible signature appears]

Ana Maria Libertella
ATTORNEY
I.P.S.A.: 27.760
RIF: V-08434935-2
I.D.: 8.434.935

[Illegible signature and round seal appear]

GENERAL EXTRAORDINARY ASSEMBLY OF SHAREHOLDERS OF
“GRAN CACIQUE II, C.A.”

In the city of Cumana, on February second (02nd) of two thousand and seventeen (2017), with this date and time being set for holding the general extraordinary assembly of shareholders of “**GRAN CACIQUE II, C.A.**”, gathered in its headquarters located at galpon N° 6, Sector El Salado, via terminal de Ferry located at Sector El Salado, Cumana, state of Sucre; the shareholders of the SHARES CLASS “A” the citizens: **SHIKRE RASSI URBANO**, Venezuelan, of legal age, married, resident of this city of Cumana, state of Sucre, bearer of identity card N° 3.504.397, holder of thirty million (30,000,000) registered shares, denominated Class “A”; **JORGE RASSI URBANO**, Venezuelan, of legal age, single, resident of Lecheria, state of Anzoategui, bearer of identity card N° 3.503.637, holder of thirty million (30,000,000) registered shares, denominated Class “A”; **DEYANIRA RASSI DE GINESTRA**, Venezuelan, of legal age, married, resident of the city of Bolivar, state of Bolivar, bearer of identity card N° 3.019.879, holder of thirty million (30,000,000) registered shares, denominated Class “A”; **YAIDA RASSI URBANO**, Venezuelan, of legal age, divorced, resident of this city of Cumana, state of Sucre, bearer of identity card N° 4.078.176, holder of thirty million (30,000,000) registered shares, denominated Class “A” and **DIZNARDA URBANO DE RASSI**, Venezuelan, of legal age, widowed, resident of this city of Cumana, state of Sucre, bearer of identity card N° 3.021.788, holder of thirty million (30,000,000) registered shares, denominated Class “A”; being this way constituted the total of the share capital

which makes up the 5,700,718 to proceed the partition before the corresponding Registry. With nothing else to address on this day, the assembly is closed and after reading these minutes they sign in agreement.

SHIKRE RASSI URBANO. (signed); **JORGE RASSI URBANO.** (signed); **DEYANIRA RASSI DE GINESTRA.** (signed); **Yaida RASSI URBANO.** (signed); **DIZNARDA URBANO DE RASSI.** (signed).

[Illegible signature and round seals appear]



The Global Institute of Languages and Culture, Inc.

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Email: coordinator@theglobalinstitutes.com

MEMBER OF THE AMERICAN TRANSLATOR ASSOCIATION SINCE 1993
Membership number 210081

CERTIFICATION OF ACCURACY

I, NANCY POSADA, hereby certify that I am fluent in both SPANISH and ENGLISH languages and that the attached document: GENERAL EXTRAORDINARY ASSEMBLY OF SHAREHOLDERS OF "GRAN CACIQUE II, C.A." is the true and correct translations to the best of my knowledge.


Nancy Posada

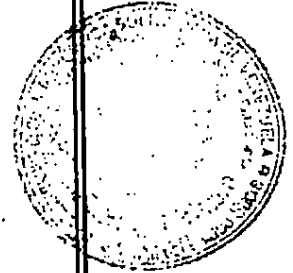
Translator

DATE: September 13, 2019

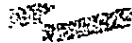
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REPÚBLICA BOLIVARIANA DE VENEZUELA
*** MINISTERIO DEL PODER POPULAR PARA RELACIONES INTERIORES Y JUSTICIA ***



SERVICIO AUTÓNOMO DE REGISTROS Y
NOTARIAS.
REGISTRO MERCANTIL PRIMERO DEL
ESTADO SUCRE

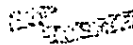
RM No. 424
206° y 157°

Abogado EULALYS M GONZALEZ R, REGISTRADORA MERCANTIL (E)

C E R T I F I C A

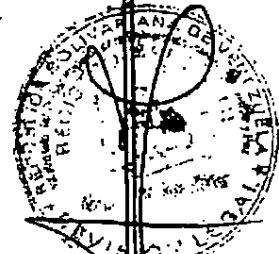
Que el asiento de Registro de Comercio transcrito a continuación, cuyo original está inscrito en el Tomo: **4-A RM424**. Número: **43** del año **2017**, así como La Participación, Nota y Documento que se copian de seguida son traslado fiel de sus originales, los cuales son del tenor siguiente:

14352



ESTE FOLIO PERTENECE A:
FRANCISQUELLCA

Dca. Ana Maria Libertella
ABOGADO
R.S.A.: 27.760
C.F. V-08434935-2
C.I: 8.434.935



CIUDADANO:
REGISTRADOR MERCANTIL DE LA CIRCUNSCRIPCIÓN JUDICIAL DEL
ESTADO SUCRE.
SU DESPACHO.-

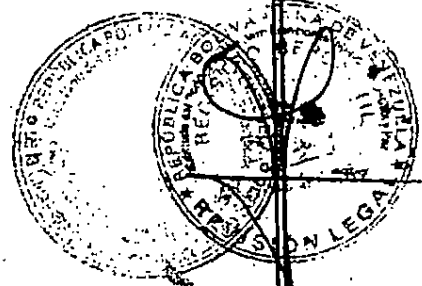
Yo, **Ledo. MÁXIMO LEZAMA**, venezolano, mayor de edad, con domicilio en esta ciudad de Cumaná, Capital del Estado Sucre, titular de la cédula de identidad N°. 5.700.718; debidamente autorizado para este acto por la Asamblea General y Extraordinaria de Accionistas de la empresa "**GRAN CACIQUE II, C.A.**", Sociedad Mercantil con domicilio en Cumaná, Estado Sucre; inscrita por ante el Registro Mercantil Primero de la Circunscripción Judicial del Estado Sucre; en fecha ocho (08) de Octubre de mil novecientos noventa y seis (1996), bajo el N° 23, Tomo A-62, 4° Trimestre, inscrita en el Registro de Identificación Fiscal, Rif. J-30387605-6, domiciliada en la ciudad de Cumana, Municipio Sucre, Estado Sucre, ante usted con el debido respeto ocurro y expongo: A los fines de su fijación y registro adjunto a la presente consigno copia certificada del Acta de Asamblea Extraordinaria de la empresa, celebrada el día dos (02) de febrero de dos mil diecisiete (2017), en la cual se trató el siguiente orden del día:

PUNTO UNO: Nombramiento de los miembros de la Junta Directiva para el período comprendido entre el dos (02) de febrero dos mil diecisiete (2017) y el dos (02) de febrero de dos mil veintidós (2022).

PUNTO DOS: Nombramiento del Comisario para el período comprendido entre el dos (02) de febrero dos mil diecisiete (2017) y el dos (02) de febrero de dos mil diecinueve (2019).

En virtud de lo anterior ruego a usted se sirva ordenar lo pertinente para que me sean expedidas tres (03) copias certificadas de esta partición y del Acta de Asamblea anexa, así como del auto que sobre la misma recaiga. En Cumaná, Ciudad Capital del Estado Sucre, a la fecha de su presentación.

Dr. María Libertella
ABOGADO
LP.S.A: 27.760
RIF. V-08434935-2
C.I: 8.434.935



ASAMBLEA GENERAL EXTRAORDINARIA DE ACCIONISTAS DE

"GRAN CACIQUE II, C.A."

En la ciudad de Cumaná, el día dos (02) de febrero de dos mil diecisiete (2017), siendo el día y la hora fijados para que tenga lugar la Asamblea General Extraordinaria de Accionistas de "GRAN CACIQUE II, C.A.", se reunieron en su sede Social, se reunieron en su sede social, ubicada en el galpón N° 6, Sector El Salado, vía terminal de Ferry ubicada en el Sector El Salado, Cumaná, estado Sucre; los accionistas titulares de las ACCIONES CLASE "A", ciudadanos: SHIKRE RASSI URBANO, venezolano, mayor de edad, casado, domiciliado en la ciudad de Cumaná, Estado Sucre, titular de la cédula de identidad No. 3.504.397, titular de treinta millones (30.000.000) acciones nominativas, denominadas Clase "A"; JORGE RASSI URBANO, venezolano, mayor de edad, soltero, domiciliado en Lechería, Estado Anzoátegui, titular de la cédula de identidad No. 3.503.637, titular de treinta millones (30.000.000) titular de acciones nominativas, denominadas Clase "A"; DEYANIRA RASSI DE GINESTRA, venezolana, mayor de edad, casada, domiciliada en Ciudad Bolívar, Estado Bolívar, titular de la cédula de identidad No. 3.019.879, titular de treinta millones (30.000.000) acciones nominativas, denominadas Clase "A"; YAIDA RASSI URBANO, venezolana, mayor de edad, divorciada, domiciliada en Cumaná, Estado Sucre, titular de la cédula de identidad No. 4.078.176, titular de titular de treinta millones (30.000.000) acciones nominativas, denominadas Clase "A" y DIZNARDA URBANO DE RASSI, venezolana, mayor de edad, viuda, domiciliada en Cumaná, Estado Sucre, titular de la cédula de identidad No. 3.021.788, titular de titular de treinta millones (30.000.000) acciones nominativas, denominadas Clase "A"; quedando de esta forma constituida la totalidad del Capital Social que conforman las

5.700.718 para que haga la participación ante el Registro respectivo. Agotado el orden del día y no habiendo más nada que tratar se da por concluida la Asamblea, previa lectura de la presente acta. Firman en señal de conformidad y aprobación.

SHIKRE RASSI URBANO. (FDO.); JORGE RASSI URBANO. (FDO.); DIZNARIA URBANO DE RASSI. (FDO.); DEYANIRA RASSI DE GINESTRA. (FDO.); YAIDA RASSI URBANO. (FDO.).

A large, stylized handwritten signature in black ink, consisting of several loops and a long horizontal stroke.