Berry & Greusel
Attorneys at Law
Jamie B. Greusel
Licensed in FL and NJ
Russell S. Sharbaugh, Jr.
Licensed in FL and NJ
Dale E. Berry
of Counsel
Licensed in FL and IL

P950000018860

200001459232
-04/18/95--01088--011
*****30.00 *****30.00

September 21, 1994

W94-20836

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: F.A.E.P.A. C.A. Inc.
File #2466

500001340035
-11/29/94--01057--001
*****70.00 *****70.00

Gentlemen/Ladies:

Enclosed is the completed application By Foreign Corporation For Authorization To Transact Business In Florida.

The corporation did file annual returns for 1981, 1982 and 1983. It does not have records for 1984 to present but there could have been filings in some of those years.

4/17

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 17 PM 1:53

Also enclosed is a copy of the Articles of Registration for F.A.E.P.A., CA, Inc. together with a translation.

Please check your records for 1984 to the present to determine whether any filings were made. Once the number of years the corporation has been delinquent is determined, please advise as to the amounts due and we will contact our client for the fees.

Sincerely,

Jamie B. Greusel

Jamie B. Greusel

900001328229
-11/14/94--01038--002
***5831.25 ***5831.25

JBG/mh
Enclosure

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

September 23, 1994

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 17 PM 1:53

JAMIE B. GREUSEL
BERRY & GREUSEL
1104 N. COLLIER BLVD.
MARCO ISLAND, FL 33937

SUBJECT: FAEPA C.A., INC.
Ref. Number: W94000020836

We have received your document for FAEPA C.A., INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for $70.00.

The certification that you have submitted is not acceptable as it is a photocopy. We require original certification for our filing purposes.

Section 607.1502(4), Florida Statutes, requires this office to collect a $500 penalty fee for each year this entity transacted business in Florida prior to qualification and the appropriate charter tax and annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. Please complete the enclosed form INHSE37 and contact this office for the charter tax due. The amount entitled this office in annual report fees and penalty fees is $7351.25.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 794A00042790

Berry & Greusel
Attorneys at Law

1104 North Collier Boulevard
Phone 813/394-8111

Marco Island, Florida 33937
Fax 813/394-0549

Jamie B. Greusel
Licensed in FL and NJ

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Licensed in FL and NJ

Dale E. Berry
of Counsel
Licensed in FL and IL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 17 PM 1:53

October 10, 1994

Ms. Jennifer Sindt
Document Examiner
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: FAEPA C.A., INC.
File #2466

Dear Ms. Sindt:

We are in receipt of your September 23, 1994 letter.

We do not understand the amount of the fine as our clients' record indicate reports were filed for 1981, 1982 and 1983.

Please provide a breakdown of the annual report fee and penalty fees.

Sincerely,

Jamie B. Greusel

Jamie B. Greusel

JBG/mh

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 17 PM 1:53

October 13, 1994

Jamie B. Greusel
Berry & Greusel Attorneys at Law
1104 North Collier Blvd.
Marco Island, FL 33937

Dear Mr. Greusel,

This letter is to give you a break down of the penalty fees that are being assessed for F.A.E.P.A. C.A., INC. if the corporation began transacting business in Florida in 1981 as indicated on its application for authorization:

1981	$500			=	$500.00
1982	$500	+	$ 10.00 Annual Report Fee	=	$510.00
1983	$500	+	$ 10.00 Annual Report Fee	=	$510.00
1984	$500	+	$ 10.00 Annual Report Fee	=	$520.00
1985	$500	+	$ 20.00 Annual Report Fee	=	$520.00
1986	$500	+	$ 20.00 Annual Report Fee	=	$520.00
1987	$500	+	$ 25.00 Annual Report Fee	=	$525.00
1988	$500	+	$ 25.00 Annual Report Fee	=	$525.00
1989	$500	+	$ 35.00 Annual Report Fee	=	$535.00
1990	$500	+	$ 35.00 Annual Report Fee	=	$535.00
1991	$500	+	$ 61.25 Annual Report Fee	=	$561.25
1992	$500	+	$200.00 Annual Report Fee	=	$700.00
1993	$500	+	$200.00 Annual Report Fee	=	$700.00
1994			$200.00 Annual Report Fee	=	$200.00
					$7351.25

In order to file the application, we will either need an affidavit stating that the corporation was not transacting business in Florida at that time, or we will need the penalty fee.

Should you have any questions concerning this matter, please call (904)487-6095.

Sincerely,

Jennifer Sindt
Tax Lien Section

CR2E042

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

October 24, 1994

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 17 PM 1:53

JAMIE B. GREUSEL
BERRY & GREUSEL
1104 N. COLLIER BLVD.
MARCO ISLAND, FL 33937

SUBJECT: FAEPA C.A., INC.
Ref. Number: W94000020836

We have received your letter of October 20, 1994. Please be aware that the filing of an alien annual report form designating a registered agent in our state does not grant the corporation authority to transact business. They are separate filings under different sections of the law. The corporation is liable for the penalty fee if it was transacting business according to Florida Statutes 607.1501 at that time.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 694A00046729

Berry & Greusel
Attorneys at Law

1104 North Collier Boulevard
Phone 813/394-8111

Marco Island, Florida 33937
Fax 813/394-0549

Jamie B. Greusel
Licensed in FL and NJ

Russell S. Sharbaugh, Jr.
Licensed in FL and NJ

Dale E. Berry
of Counsel
Licensed in FL and IL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 17 PM 1:53

October 20, 1994

Jennifer Sindt
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: F.A.E.P.A. C.A., Inc.
Ref. Number W94000020836

Dear Ms. Sindt:

We are in receipt of your breakdown of fees. Your letter dated October 13, 1994 did not address prior filings in Florida. By telephone you stated there was no record.

I enclose a copy of a 1981 Annual Report and letter with receipt.

Please double check the files and confirm in writing whether you have record of prior filings.

Sincerely,

Jamie B. Greusel

Jamie B. Greusel

JBG/mt
Enclosure

Berry & Greusel
Attorneys at Law

1104 North Collier Boulevard
Phone 813/394-8111

Marco Island, Florida 33937
Fax 813/394-0549

Jamie B. Greusel
Licensed in FL and NJ

Russell S. Sharbaugh, Jr.
Licensed in FL and NJ

Dale E. Berry
of Counsel
Licensed in FL and IL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 17 PM 1:53

November 7, 1994

Ms. Jennifer Sindt,
Document Examiner
Florida Department of State
Department of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Faepa C.A., Inc.
File #2466

Dear Ms. Sindt:

Enclosed are:

1. Certified copies of Articles;
2. Affidavit of Fernando Parra;
3. Check made payable to the Secretary of State in the amount of $5,831.25 representing fines and annual report fees fro 1987 to the present.

If you require any additional information, please do not hesitate to contact me.

Sincerely,

Jamie B. Greusel

Jamie B. Greusel

JBG/mh
Enclosures

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF COLLIER

Before me, an officer duly authorized to take acknowledgements or issue oaths, did personally appear

FERNANDO PARRA

who, after being duly sworn and upon oath did state as follows:

1. My name is Fernando Parra and I make this Affidavit upon personal knowledge.

2. I am familiar with the daily business operations of FAEPA C.A., INC., a Venezuelan corporation which owns real property located in Collier County, Florida.

3. FAEPA C.A., INC. erroneously listed its application for Authority to Transact Business that it first transacted business in 1981.

4. FAEPA C.A., INC. did not do business in Collier County, Florida in the years 1981, 1982, and 1983.

5. FAEPA C.A., INC.'s sole activity in Florida in 1981, 1982 and 1983 was owning real property. It did not transact business in Florida in those years.

6. In 1984, FAEPA C.A., INC. began renting real property in Florida and thus commenced doing business.

Fernando Parra

FERNANDO PARRA

Sworn to and subscribed to before me on this 8th day of November, 1994 by Fernando Parra.

Jamie B. Greusel

Notary Public

Did ✓ did not ______ take an oath ;
Type of Identification provided Personally Known
or personally known

OFFICIAL SEAL
JAMIE B. GREUSEL
My Commission Expires
Sept. 1, 1996
Comm. No. CC 221214

NOTARY PUBLIC STATE OF FLORIDA

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

November 14, 1994

JAMIE B. GREUSEL
BERRY & GREUSEL
1104 N. COLLIER BLVD.
MARCO ISLAND, FL 33937

SUBJECT: FAEPA C.A., INC.
Ref. Number: W94000020836

We have received your document for FAEPA C.A., INC. and your check(s) totaling $5831.25. However, the document has not been filed and is being retained in this office for the following:

The original registration fee of $70.00 still has not been submitted. The corporation must also complete form INHSE37 and return to this office to compute the charter tax due.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 894A00049474

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 17 PM 1:54

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

November 29, 1994

JAMIE B. GREUSEL
BERRY & GREUSEL
1104 N. COLLIER BLVD.
MARCO ISLAND, FL 33937

SUBJECT: FAEPA C.A., INC.
Ref. Number: W94000020836

You failed to make the correction(s) requested in our previous letter.

The corporation still has not submitted a completed INHSE37 form for our office to compute the charter tax for the corporation. The charter tax must be paid before we are able to file the application.

If you have any questions concerning the filing of your document, please call (904) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 094A00051062

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 17 PM 1:54

04-07-1995 03:03PM FROM TO 19044876012 P.02

Berry & Greusel
Attorneys at Law

1104 North Collier Boulevard
Phone 813/394-8111
Marco Island, Florida 33937
Fax 813/394-0549

Jamie B. Greusel
Licensed in FL and NJ

Russell S. Sharbough, Jr.
Licensed in FL and NJ

Dale E. Berry
of Counsel
Licensed in FL and IL

April 7, 1995

Jennifer Sindt
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: F.A.E.P.A., C.A., Inc.
Reference # W94000020836

VIA FACSIMILE TRANSMISSION
(904) 487-6012

Dear Ms. Sindt:

Enclosed is the Charter Tax form for the above referenced corporation.

If you require any additional information, please do not hesitate to call our office.

Sincerely,

Jamie B.

Jamie B. Greusel

JBG/mt
Enclosure

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 17 PM 1:54

R-97%

04-07-95 03:03PM P002 #14

Florida Depa... ent of State, Jim Smith, Secret... of State

THIS FORM IS TO BE COMPLETED BY CORPORATIONS WHO HAVE BEEN TRANSACTING BUSINESS IN FLORIDA PRIOR TO QUALIFICATION TO DETERMINE CHARTER TAX THAT MUST BE PAID.

Authorized number of shares(itemized by class and par value) the corporation had when it first transacted business in Florida (if shares have no par value enter NPV along with the number of shares). NPV - 2 shares

"VALUE" may by defined in any terms consistent with generally accepted accounting principles.

A.	Estimated Value of all property owned by Corporation for the year it first transacted business in Florida, wherever located.	$ 405,635.00
B.	Estimated Gross amount of business transacted by the Corporation for the year it first transacted business in Florida	$ 11,243.00
C.	Estimated Value of all property in Florida owned by the Corporation for the year it first transacted business in Florida.	$ 1000.00
D.	Estimated Gross amount of business transacted in Florida by the Corporation during the year it first transacted business in Florida.	$ 4046.00
E.	TOTAL of "A" and "B"	$ 416,878.00
F.	TOTAL of "C" and "D"	$ 5046.00
G.	DIVIDE "F" by "E"	$ .0121042
H.	Corporations with Par Value Stock: Multiply "G" and Authorized Shares and their par value.	n/A
I.	Corporations with No Par Value Stock: Multiply "G" by Total Authorized Shares.	$ .0242084

$30

THIS PORTION IS FOR OFFICE USE ONLY AND IS TO BE COMPLETED BY DOCUMENT EXAMINER UPON QUALIFICATION

Berry & Greusel
Attorneys at Law

1104 North Collier Boulevard
Phone 813/394-8111

Marco Island, Florida 33937
Fax 813/394-0549

Jamie B. Greusel
Licensed in FL and NJ

Russell S. Sharbaugh, Jr.
Licensed in FL and NJ

Dale E. Berry
of Counsel
Licensed in FL and IL

April 14, 1995

Jennifer Sindt
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: F.A.E.P.A., C.A., Inc.
Reference # W94000020836

Dear Ms. Sindt:

Enclosed is our check in the amount of $30.00 made payable to the Secretary of State representing the charter tax due for F.A.E.P.A., C.A., Inc.

Sincerely,

Jamie B. Greusel

Jamie B. Greusel

JBG/mt
enc

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 17 PM 1:54

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. F.A.E.P.A. C.A., INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. VENEZUELA
(State or country under the law of which it is incorporated)

3. 98-0061771
(FEI number, if applicable)

4. MARCH 29, 1976
(Date of Incorporation)

5. 2026
(Duration: Year corp. will cease to exist or "perpetual")

6. 1981
(Date first transacted business in Florida. *(See sections 607.1501, 607.1502, and 817.155, F.S.)*

7. 1104 NORTH COLLIER BLVD
MARCO ISLAND, FL 33937
(Current mailing address)

8. REAL ESTATE INVESTMENT
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 17 PM 1:54

9. Name and street address of Florida registered agent:

Name: JAMIE B. GREUSEL

Office Address: 1104 NORTH COLLIER BLVD.

MARCO ISLAND, Florida, 33937
(Zip Code)

10. **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.

Jamie B. Greusel
(Registered agent's signature)

11. 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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: FERNANDO PARRA ARANGUREN

Address: APARTADO 64538

CARACAS 1064-A VENEZUELA

Vice Chairman:

Address:

Director: REGULO HUMBERTO LINARES

Address: P.O. BOX 64,538

CARACAS 1064-A VENEZUELA

Director: LUIS GUEVARA-CARDOZA

Address: P.O. BOX 64,538

CARACAS 1064-A VENEZUELA

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DIVISION OF CORPORATIONS
95 APR 17 PM 1:54

B. OFFICERS

President: FERNANDO PARRA ARANGUREN

Address: APARTADO 64538

CARACAS 1064-A VENEZUELA

Vice President:

Address:

Secretary: FERNANDO PARRA ARANGUREN

Address: APARTADO 64538

CARACAS 1064-A VENEZUELA

Treasurer: FERNANDO PARRA ARANGUREN

Address: APARTADO 64538

CARACAS 1064-A VENEZUELA

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

13. Fernando Parra

(Signature of Chairman, Vice Chairman) or any officer listed in number 12 of the application)

14. FERNANDO PARRA

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

TOTAL P.04

INUTILICENSE

— TIMBRES FISCALES —

Por Bs. 140.-

REGISTRO MERCANTIL IV

DE LA CIRCUNSCRIPCION JUDICIAL DEL DTTO. FEDERAL Y ESTADO MIRANDA

Dr. EDGARLIS BASTARDO HERNANDEZ **Registrador Mercantil** CUARTO

de la Circunscripción Judicial del Distrito Federal y Edo. Miranda quien suscribe:

CERTIFICA: Que he confrontado la copia fotostática constante de: CUATRO (4)

folios, que a continuación se reproduce, y que es traslado fiel y exacto.

DEL DOCUMENTO INSCRITO BAJO EL Nº 18 TOMO 35-A DE FECHA 29-3-76

CORRESPONDIENTE A LA CIA. FAEPA. C.A

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 17 PM 1:54

que se encuentran agregados al Expediente No.: 77.917 **, con Fecha**

ANTES MENCIONADA **CERTIFICA,**

igualmente, por aplicación analógica del Artículo 105 de la Ley de Registro Público, que esta Copia Fotostática ha sido hecha en esta Oficina, por el Ciudadano: MORAIMA DE MIJARES

con Cédula de Identidad No.: 4.975.838 **, persona capaz, autorizado por mí para hacerla quien, junto conmigo suscribe la presente certificación y cada una de sus páginas.**

cc - rm

REGISTRO MERCANTIL IV
CIRCUNSCRIPCION JUDICIAL
DTTO. FEDERAL Y EDO. MIRANDA
INUTILIZADO

Cédula ... 29536

Vto.

Ofrecido 26 Mar 1976 10

Escribiente

Visto Bueno

REPUBLICA DE VENEZUELA

H-75 Nº 2820078

Ciudadano

Registrador Mercantil de la Circunscripción Judicial del Distrito Federal y Estado Miranda.

Su Despacho

Fernando Ignacio Parra Aranguren, Doctor en Derecho, domiciliado en la ciudad y Distrito Maracaibo del Estado Zulia y aquí de tránsito, titular de la cédula de identidad personal número V-940.424, debidamente autorizado para este acto por el Documento Constitutivo-Estatutos Sociales de FAEPA C.A., ante Ud., respetuosamente y previa la venia de estilo, ocurro para exponer: Acompaño documento reconocido por ante la Notaría Pública Segunda de Maracaibo el dieciséis del mes y año en curso contentivo del Acta Constitutiva-Estatutos Sociales de FAEPA C.A. a los fines de su inscripción en el Despacho a su cargo. Igualmente, anexo comprobante bancario. Solicito se expidan dos copias certificadas a los fines de su fijación y publicación y se me certifiquen diez (10) ejemplares del periódico donde ésta se haga. Justicia, Caracas, veintitrés de marzo de mil novecientos setenta y seis.

Fernando Parra

[illegible]STRO MERCANTIL SEGUNDO DE LA C[illegible]CION JUDICIAL DEL DTTO. FEDERAL Y E[illegible] M[illegible]A

[illegible] [illegible] de [illegible] [illegible] nove[illegible] dos setenta y seis. 166 y 118 [illegible]tas

[illegible] la anterior participación. Cumpl[illegible] [illegible] de ley, [illegible] en el [illegible] documento presentado; fíjese [illegible] [illegible] fórmese el expediente de la Compañía y [illegible] con el ejemplar de los Estatutos y [illegible] [illegible]dos. Expídase la copia de publicación. El anterior documento redactado por Dr.Fernando I. Parra A. se inscribe en el Registro de Comercio bajo el No. 18 Tomo 35-A., Derechos pagados Bs. Est. 320 según Planilla No. 29536. La identificación se efectuó así: FERNANDO IGNACIO PARRA A. por C. de I. Nº: V 940494 — La inscripción fue hecha por Rosa Elena de Amundaray.

[illegible]rador Merc[illegible] Segundo

FABRIANO

REPUBLICA DE VENEZUELA

H-75

ACTA CONSTITUTIVA Y ESTATUTOS DE LA SOCIEDAD MERCANTIL FAEPA C.A.-

Nosotros, Carlos Delgado Ocando y Alfredo Urdaneta Delgado, venezolanos, mayores de edad, abogados, domiciliados en la ciudad y Distrito Maracaibo del Estado Zulia, titulares de las cédulas de identidad personales números V-1.645.343 y V-1.689.529, respectivamente, por el presente documento declaramos que hemos convenido en constituir, como en efecto constituimos mediante este instrumento, una sociedad mercantil, bajo la modalidad de compañía anónima, que se denominará FAEPA C.A. que se regirá por las cláusulas que se especifican a continuación que han sido redactadas con suficiente amplitud a objeto de que sirvan al mismo tiempo de Acta Constitutiva y Estatutos Sociales de la mencionada razón social: PRIMERA: La denominación de la sociedad es FAEPA C.A. SEGUNDA: El domicilio social es la ciudad de Caracas, Distrito Federal, aun cuando podrá establecer sucursales y agencias tanto en el país como en el extranjero cuando así lo disponga el Administrador. TERCERA: La sociedad tiene por objeto realizar toda clase de inversiones, en particular la compra y venta de cualesquier tipo de bienes muebles o inmuebles, y realizar los actos de comercio que la Asamblea General de Accionistas o el Administrador consideren necesarios o convenientes para los intereses sociales, sin limitación alguna. CUARTA: La duración de la sociedad es de cincuenta (50) años contados a partir de la fecha de su inscripción en el Registro Mercantil. Sin embargo, podrá ser disuelta y liquidada antes de su término o prorrogada y aumentada su duración, si así lo resolviere la Asamblea General de Accionistas. QUINTA: El capital social de la Compañía es de cien mil bolívares (Bs 100.000.oo) dividido en cien (100) acciones de un mil bolívares (Bs 1.000.oo) cada una. Las acciones serán nominativas y estarán representadas en títulos que comprenderán una o más acciones y su cesión, venta o traspaso, deberá asentarse en el Libro de Accionistas de la Compañía, de acuerdo con las formalidades que establece el Código de Comercio. SEXTA: El capital ha sido íntegramente suscrito así: el socio Carlos Delgado Ocando, noventa (90) acciones por valor de noventa mil bolívares (Bs 90.000.oo) y el socio Alfredo Urdaneta Delgado, diez (10) acciones por valor de diez mil bolívares (Bs 10.000.oo). Cada uno de los socios mencionados ha pagado el cuarenta por ciento (40%) de su respectiva suscripción en dinero efectivo enterado a la orden de la Compañía en una institución bancaria, cuyo comprobante se acompaña al presente documento. Las entregas que los accionistas deberán efectuar para completar el saldo a su cargo por las suscripciones se harán en la oportunidad y por las cantidades que el Administrador determine. SEPTIMA: Las acciones dan a sus tenedores iguales derechos y cada una de ellas representa un voto en la Asamblea General de Accionistas. OCTAVA: La Asamblea General de Accionistas, regularmente constituida, tiene a su cargo la dirección de la sociedad y sus decisiones deberán ser acatadas por todos los accionistas, estén o no de acuerdo con ellas, y aun cuando no hubieran asistido a la reunión. La Asamblea General de Accionistas es el órgano supremo de la sociedad y como tal está investida de las más amplias facultades para administrar la sociedad. NOVENA: La compañía será administrada, regida y representada por un Administrador, quien podrá ser o no accionista. El Administrador será designado por la Asamblea General de Accionistas, durará en sus funciones dos (2) años y podrá ser reelegido. En cualquier momento la Asamblea General de Accionistas podrá revocar el nombramiento del Administrador y designar a quien habrá de sustituirlo en sus funciones. El Administrador continuará en sus funciones aun vencido el lapso de dos (2) años fijado como duración de sus funciones mientras no haya sido sustituido o si una vez hecho el nombramiento del sustituto éste no hubiere tomado posesión del cargo. DECIMA: La Asamblea General de Accionistas podrá reunirse ordinaria o extraordinariamente. Las reuniones ordinarias se efectuarán una vez al año, en cualquier día del mes de marzo fijado previamente por el Administrador. DECIMA PRIMERA: La Asamblea General Extraordinaria de Accionistas se reunirá cuando la convoque el Administrador o por petición que al mismo hiciese un grupo de accionistas que representen por lo menos una quinta parte del capital social, como lo prevé el artículo 278 del Código de Comercio y previo depósito de las acciones correspondientes en un Banco y verificación del depósito por el Comisario de la sociedad, o cuando la convoque el mismo Comisario conforme al último aprte del artículo 310 del mismo Código o si accionistas que representen más del décimo del capital social se lo pidieren en cualquier caso, expresándose en la convocatoria estas circunstancias. DECIMA SEGUNDA: Toda convocatoria deberá ser publicada en un periódico de circulación en la ciudad de Caracas, con cinco (5) días de anticipación por lo menos al fijado para la reunión. Toda convocatoria deberá contener el día, lugar, hora y objeto de la reunión. La convocatoria a que se refiere esta cláusula no será necesario publicarla cuando se

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encuentre representado en la reunión el ciento por ciento (100%) del capital social. DECIMA TERCERA: Para la validez de cualquier Asamblea se observarán las disposiciones contenidas en el Código de Comercio en cuanto a quorum y demás trámites legales se requieren. Las Asambleas legalmente constituidas están autorizadas para tomar acuerdos y resoluciones que vayan en interés de la Compañía, las cuales serán de obligatorio cumplimiento para todos los accionistas. DECIMA CUARTA: De cada Asamblea se levantará un Acta con indicación de las personas concurrentes y de la representación que ejerzan. Antes de constituirse se leerá la nómina de accionistas debiendo presentar los que obren por representación sus respectivas credenciales, las cuales pueden ser carta dirigida por los dueños de acciones al Administrador, en el entendido de que la representación puede ser dada en forma general y permanente o para una Asamblea determinada. El Administrador puede ejercer la representación de los accionistas. DECIMA QUINTA: Si en la Asamblea no se hallare presente el Administrador, o su Suplente, presidirá la sesión en su lugar la persona presente que represente mayor número de acciones en dicha Asamblea o que ellos escojan si hay accionistas propietarios de un mismo número de acciones. DECIMA SEXTA: Las resoluciones de las Asambleas, salvo cuando la ley disponga un número mayor, serán tomadas por mayoría absoluta de las acciones representadas. DECIMA SEPTIMA: La Asamblea General Ordinaria de Accionistas tiene las siguientes facultades: 1º Discutir, aprobar, modificar o improbar el Balance General con vista del Informe del Comisario; 2º Nombrar el Administrador de la Compañía y su Suplente; 3º Designar al Comisario de la Compañía y su suplente; 4º Fijar la remuneración que haya de darse al Administrador, al Suplente del Adminstrador, al Comisario Principal y al Suplente del Comisario; 5º Las demás que le confiera el Acta Constitutiva-Estatutos Sociales y las leyes. DECIMA OCTAVA: La Compañía será adminstrada, regida y representada por un Administrador, quien podrá ser o no accionista. Este funcionario tendrá las más amplias facultades de administración y disposición, sin limitación alguna y, en particular, las siguientes: abrir, cerrar y movilizar cuentas bancarias, nacionales o extranjeras; comprar y vender valores, títulos, bonos y acciones; comprar, vender o enajenar en cualquier otra forma bienes muebles o inmuebles; constituir hipoteencuentre representado en la reunión el ciento por ciento (100%) del capital social. DECIMA TERCERA: Para la validez de cualquier Asamblea se observarán las disposiciones contenidas en el Código de Comercio en cuanto a quorum y demás trámites legales se requieren. Las Asambleas legalmente constituidas están autorizadas para tomar acuerdos y resoluciones que vayan en interés de la Compañía, las cuales serán de obligatorio cumplimiento para todos los accionistas. DECIMA CUARTA: De cada Asamblea se levantará un Acta con indicación de las personas concurrentes y de la representación que ejerzan. 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VIGESIMA SEPTIMA: La contabilidad se llevará de acuerdo con la ley, por métodos modernos que no pugnen con ella y de acuerdo con las normas que al efecto dicte el Ministerio de Hacienda. VIGESIMA OCTAVA: El año económico de la sociedad comenzará siempre el 1º de enero y terminará el 31 de diciembre de cada año. VIGESIMA NOVENA: Al final de cada ejercicio económico se hará un Inventario y un Balance General que contenga la indicación precisa de todos los valores de la sociedad y se presentará al Comisario, por lo menos, con un mes de anticipación al fijado para tener lugar la Asamblea General Ordinaria de Accionistas, todo de acuerdo con lo dispuesto en el artículo 304 del Codigo de Comercio. TRIGESIMA: Dentro de los siguientes diez (10) días al de la Asamblea General Ordinaria de Accionistas se remitirá copia del Balance y del Informe del Comisario a la autoridad competente de acuerdo con lo dispuesto en el artículo 308 del Código de Comercio. TRIGESIMA PRIMERA: La sociedad tendrá un Comisario Principal y un Suplente del mismo que serán nombrados por la Asamblea General Ordinaria de Accionistas. Durarán dos (2) años en el ejercicio de sus funciones y podrán ser reelegidos. Tendrán las funciones que les atribuye la ley, este documento constitutivo y estatutos sociales y las que en el futuro pueda encomendarle la Asamblea General de Accionistas. TRIGESIMA SEGUNDA: El Comisario deberá consignar su Informe anual en las oficinas de la sociedad por lo menos con quince (15) días de anticipación al de la reunión de la Asamblea. TRIGESIMA TERCERA: En todo lo no previsto en el presente Documento Constitutivo y Estatutos Sociales se procederá de conformidad con las reglas establecidas en el Código de Comercio. TRIGESIMA CUARTA: En esta Asamblea quedó aprobado por unanimidad el presente Documento Constitutivo-Estatutos Sociales y se hicieron, hasta tanto se reuna la Asamblea General Ordinaria de Accionistas correspondiente al mes de marzo de 1978, las siguientes designaciones: Administrador, Fernando Ignacio Parra Aranguren, abogado, domiciliado en la ciudad y Distrito Maracaibo del Estado Zulia, titular de la cédula de identidad personal número V-940.424; Suplente del Administrador, Andrés Eloy Parra Aranguren, mayor de edad, venezolano, ejecutivo, domiciliado en la ciudad de Caracas, Distrito Federal, titular de la cédula de identidad personal número [illegible] ; Comisario Principal, Carlos Delgado Ocando; Suplente del Comisario, Alfredo Urdaneta Delgado. Se facultó al Administrador, Fernando Ignacio Parra Aranguren, para ejecutar y cumplir las formalidades necesarias para la inscripción de la Compañía, quedando por lo tanto plenamente facultado para firmar documentos y protocolos y para hacer sin limitación alguna cuanto fuere necesario para el logro de este objeto.

REPUBLICA DE VENEZUELA NOTARIA PUBLICA SEGUNDA DE MARACAIBO Maracaibo, Dieciseis (16) de Marzo de mil novecientos setenta y seis.-166° y 118°.-Este documento fué presentado para su reconocimiento y devolución por sus otorgantes: CARLOS DELGADO OCANDO y ALFREDO URDANETA DELGADO, identificados con cédulas Nos. V-1645343 y V-1689529 respectivamente. Les fué leído y expusieron :"Su contenido es cierto y nuestras las firmas que lo suscriben".-El Notario Público lo declara reconocido y lo devuelve.-

NOTARIO PUBLICO

OSCAR SOTO FERRER
NOTARIO PUBLICO

REPUBLICA DE VENEZUELA NOTARIA PUBLICA SEGUNDA MARACAIBO ESTADO ZULIA

LOS OTORGANTES

FABRIANO

QUIEN SUSCRIBE HACE CONSTAR QUE LAS ANTERIORES REPRODUCCIONES FOTOSTATICAS SON FIEL Y EXACTAS DE LAS QUE CORREN INSERTAS AL EXPEDIENTE N= 77 - 917 LAS CUALES SE EXPIDEN EN CARACAS A LOS 19 - 10 - 94 SEGUN PLANILLA N= 0102

Abg. EDGARLI BASTARDO H.
REGISTRADOR MERCANTIL IV.

77.917

CONFORMACION DE

Exp.: 77917

Registro Mercantil

Firma:

REPUBLICA DE VENEZUELA

T: 4

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H 92 Nº 8 09703536

19 OCT. 1994

Ciudadano:

Registrador Mercantil Cuarto de la Circunscripción Judicial del Distrito Federal y Estado Miranda.

SU DESPACHO.-

Yó, LUIS GUEVARA CARDOZA, mayor de edad, de este domicilio, titular de la Cédula de Identidad personal N°V- 641.466, en mi carácter de Administrador - de la compañía FAEPA C.A., sociedad mercantil inscrita con el N°18, Tomo 35-A, en fecha 29 de marzo de 1.976, para fines legales que me interesan ruego a usted, se- sirva expedirme copia certificada de los Estatutos que rigen la mencionada Empresa. --

Es justicia. Caracas, a los trece días del mes de octubre de mil novecientos noventa y cuatro.-

REPUBLICA DE VENEZUELA.— REGISTRO MERCANTIL IV DE LA CIRCUNSCRIPCION JUDICIAL DEL DISTRITO FEDERAL Y ESTADO MIRANDA. CARACAS, 19-10- de 1994

184° y 135°

Vista la solicitud que antecede. Se acuerda de conformidad. Agréguese a su expediente. Expídase la copia certificada solicitada con inserción del pedimento y del presente auto, y entréguese al interesado. Líbrese copia a los fines establecidos en el Art. 226 del Código de Comercio.

La Registradora Mercantil IV,

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 17 PM 1:54

MERCANTILE REGISTRY OFFICE FOR THE JURISDICTION OF THE FEDERAL DISTRICT AND STATE OF MIRANDA

I, the undersigned, Alberto DIAZ Méndez, Esq., Second Mercantile Registrar for the Jurisdiction of the Federal District and State of Miranda, CERTIFY that I have compared to the original the attached photostatic copy consisting of 4 sheets, and that the latter is a true and exact copy of the document recorded under No. 18 in volume 35-A, the registration being dated March 29, 1976, in the name of FAEPA C.A., and attached to file 77917, and further CERTIFY, applying by analogy article 105 of the Public Records Act, that this photostatic copy was made in this office by Mr. Salvador RODRIGUEZ, identity document 3589870, being legally competent and authorized by me to make the copy. He signs this certification and every page of the copy together with me.

[Seals]

REPUBLIC OF VENEZUELA
H-75 2820078

To the Mercantile Registrar for the Jurisdiction of the Federal District and State of Miranda
At his office

I, Fernando Ignacio PARRA Aranguren, doctor of laws, domiciled in the city and district of Maracaibo, State of Zulia, in transit through Caracas, holder of identity document V940424, duly authorized for purposes of these proceedings by the articles of incorporation/bylaws of FAEPA C.A., respectfully and with all due ceremony appear for the purpose of stating that I hereupon present a document acknowledged before the Second Notary Public for Maracaibo on March 16, 1976, which contains the articles of incorporation and bylaws of FAEPA C.A., for the purpose of securing the registration of the same with the office in your charge. I likewise attach a bank voucher. I request that two copies be issued for the purpose of effecting the reduction of the document to a definitive text and its publication, and I request that I be sent 10 copies of the newspaper in which the document is published. In the name of justice.

Caracas, March 23, 1976

s/ Fernando I. PARRA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 17 PM 1:54

ARTICLES OF INCORPORATION AND BYLAWS OF THE MERCANTILE CORPORATION FAEPA C.A.

We, Carlos DELGADO Ocando and Alfredo URDANETA Delgado, Venezuelan citizens, of legal age, attorneys at law, domiciled in the city and district of Maracaibo, State of Zulia, holders of personal identity documents V1645343 and V1689529, respectively, hereby declare that we have agreed to establish, and do so establish, a mercantile company in the form of a corporation, which shall be called FAEPA C.A., and shall be governed by the clauses set forth below, which have been drafted in terms sufficiently broad to permit this instrument to serve as the company bylaws as well as the articles of incorporation.

First: The name of the company is FAEPA C.A.

Second: The domicile of the company is Caracas, Federal District; however, the company shall be empowered to establish branches and agencies both in Venezuela and abroad, as the Administrator may determine.

Third: The purpose of the company shall be to make investments of all kinds, and in particular through the purchase and sale of real and chattel property; and to engage in such commercial dealings as the meeting of shareholders or the Administrator may deem necessary or conducive to the furtherance of the company's interests, without limitation of any kind.

Fourth: The duration of the company shall be 50 years, running from the date of its enrollment upon the Mercantile Register. However, it shall be possible to dissolve and liquidate the company prior to the expiration of that term, or to extend the duration of the company, if the meeting of shareholders so resolves.

Fifth: The corporate capital is Bs. 100,000,* divided among 100 shares having a par value of Bs. 1,000 each. The shares shall be nominative and shall be represented by certificates in denominations of one or more shares, and it shall be required that any assignment, sale or transfer of such shares be recorded in the company's book of shareholder records, in accordance with the formalities set forth in the Commercial Code.

Sixth: The capital has been fully subscribed for as follows: shareholder Carlos DELGADO Ocando, 90 shares or Bs. 90,000; and shareholder Alfredo URDANETA Delgado, 10 shares or Bs. 10,000. Each of these shareholders has paid in 40% of his subscription in cash, which has been deposited to the order of the company at a banking institution, as shown by the accompanying voucher. The payments which the shareholders shall be required to make in order to pay off the outstanding balance of their subscriptions shall be effected at such time and in such amounts as the

SECOND MERCANTILE REGISTRY OFFICE FOR THE JURIS-
DICTION OF THE FEDERAL DISTRICT AND STATE OF MIRANDA

Caracas Twenty - Nine of March of nineteen hundred and seventy six. 166 and 118 for ____________ the foregoing participation ____________________________ be registered in the Mercantile Registry __________________ document presented; be it established and published, ________________________, be it formed the file of the Company and the original file together with the sample of the Articles and other sources attached.

Be it issued a copy of the publication. The foregoing document was issued by Dr. Fernando I. Parra A., it is registered in the Registry of Commerce under No. 18, Volume 35-A, Rights paid Bs. Est. 320 according to Form No. 29536. The identification was made as follows:

FERNANDO IGNACIO PARRA A., by C. of I. No.: U 940424. The registration was made by Rosa Elena de Amundaray.

Second (signature)

U N O F F I C I A L translation of back side of
Page 2 of the attached document

Administrator may determine.

Seventh: All shares vest their owners with equal rights, and each share represents one vote at shareholders' meetings.

Eighth: The regular meeting of shareholders is charged with the direction of the company, and its decisions shall be binding upon all shareholders, whether or not they are in agreement with the same, and whether or not they attended the meeting at which a particular decision was reached. The meeting of shareholders is the supreme authority within the company, and as such is vested with the fullest powers of administration over the same.

Ninth: The company shall be administered, governed and represented by an Administrator, who may but need not be a shareholder. The Administrator shall be designated by the meeting of shareholders, and shall hold office for 2 years, being eligible for reelection. At any time the meeting of shareholders shall be entitled to revoke the appointment of the Administrator and designate his replacement. The Administrator shall rem[illegible] in office even beyond the expiration of his two-year term, until such time as his successor has been appointed and assumes office.

Tenth: The meeting of shareholders may meet in regular or special session. The regular meetings shall be held once a year, on such date in March as the Administrator may set/in advance.

Eleventh: A special meeting of shareholders shall convene when called by the Administrator; or upon a petition by a group of shareholders representing at least one-fifth of the corporate capital, as provided for under article 278 of the Commercial Code, and following the depositing of the pertinent shares with a bank and the verification of the deposit by the company Controller; or when called by the Controller himself in accordance with the final paragraph of article 310 of the same code, or in accordance with a request from shareholders representing more than 10% of the corporate capital, such request being mentioned in the notice of the meeting.

Twelfth: Notice of each meeting is to be published in a newspaper of general circulation in Caracas at least 5 days in advance of the date set for the meeting. Each such notice shall contain the date, place, time and purpose of the meeting. Notice may be waived and publication shall be unnecessary when 100% of the corporate capital is represented at the meeting.

Thirteenth: A meeting shall be validly convened when the provisions of the Commercial Code relative to quorum and other legal procedures have been complied with. Legally convened meetings are empowered to adopt decisions and resolutions in the interest of the company, and these shall be binding upon all shareholders.

Fourteenth: Minutes shall be taken at every meeting, identifying those attending and indicating the capacity in which each is acting. Before the meeting is formally convened, the roll of shareholders shall be read, and all persons holding proxies shall present their credentials, which may be in the form of a letter from the shareholder to the Administrator. It is understood that authority to represent may be conferred in a general and permanent manner, or for one specific meeting. The Administrator shall be empowered to hold proxies.

Fifteenth: If the Administrator or his substitute is not present at a meeting, the chair shall be taken by the attending shareholder who represents the largest number of shares, or the shareholders shall choose their own chairman if there is more than one shareholder with the same number of shares.

Sixteenth: Except when a larger majority is prescribed by law, resolutions of the meeting of shareholders shall be adopted by a simple majority.

Seventeenth: The regular meeting of shareholders has the following powers: to discuss, approve, amend or reject the balance sheet, taking into account the Controller's report; to appoint the company Administrator and his substitute; to designate the company Controller and his substitute; to set the remuneration to be received by the Administrator, the Controller and their substitutes; and all other powers conferred by these articles of incorporation/bylaws and the general laws.

Eighteenth: The company shall be administered, governed and represented by an Administrator, who may but need not be a shareholder. This officer shall have the fullest powers of administration and disposition, without limit of any kind, and in particular shall have the power to: open, close and transact business through bank accounts in Venezuela or abroad; purchase or sell securities, certificates, bonds or shares; purchase, sell or convey in any other manner real or chattel property; create mortgages; enter into any sort of contract with a third party, in the name of the company, binding himself to fulfill the same; appoint and remove agents, managers and employees, prescribing their respective duties and rates of remuneration; hire personnel; accept service of notice relative to litigation and act as legal representative of the company whenever necessary; appoint legal counsel or attorneys in fact, conferring upon them such powers as he may deem necessary; and, in general, to carry out any action conducive to the benefit or enhancement of the company.

Nineteenth: The enumeration of powers and duties in the preceding clause shall under no circumstances be construed as a restriction. The enumeration does not limit the Administrator's powers, which are plenary except when the meeting of shareholders is in session, and which authorize the Administrator to represent the company without reservation of any kind, other than as to those matters expressly reserved to the meeting of shareholders by law or this document.

Twentieth: The Administrator's substitute shall exercise the Administrator's powers during his temporary or permanent absence. However, the substitute is expressly authorized to act at any time, individually or together with the Administrator, to appoint mercantile agents or legal counsel, granting them such powers as he may deem necessary.

Twenty-First: In the event of the temporary or permanent absence of both the Administrator and his substitute, the Controller shall call a meeting of shareholders to designate their replacements.

Twenty-Second: The Administrator and his substitute shall be required to deposit in the company treasury, for the duration of their tenure in office, 5 shares each for the purposes contemplated by the Commercial Code. If they are not shareholders, any shareholder may make the deposit for either officer. These shares shall be nontransferable as long as the Administrator and his substitute remain in office.

Twenty-Third: On December 31 of each year, the accounts shall be totalled and closed, and a balance sheet and profit-and-loss statement shall be drawn up. The foregoing is without prejudice to the possibility of drawing up additional balance sheets at such other times as may be prescribed by the Administrator, these articles of incorporation, or the general laws.

Twenty-Fourth: At least 5% of liquid profits shall be transferred each year to the legal reserve fund required by the Commercial Code, until that fund reaches 10% of the value of the corporate capital.

Twenty-Fifth: The Administrator shall be empowered to recommend to the regular meeting of shareholders the creation of any other reserve, guaranty or amortization funds or allocations.

Twenty-Sixth: The distribution of dividends to shareholders shall be drawn from such liquid profits as may remain after allocations have been made and authorized reserve funds have been established. The distribution must be approved in advance by the meeting of shareholders, and shall be effected proportionately to each shareholder's holding as shown on the books of the company as of the date of the meeting. In no case shall nonliquid or uncollected income be regarded as distributable profit.

Twenty-Seventh: Books shall be kept in accordance with law, using modern methods not in conflict with the same, and following the applicable standards prescribed by the Ministry of Finance.

Twenty-Eighth: The company's fiscal year shall invariably begin on January 1 and close on December 31.

Twenty-Ninth: At the close of every fiscal year, an inventory and balance sheet shall be drawn up, indicating precisely all assets of the company. These documents shall be delivered to the Controller at least one month in advance of the date set for the regular meeting of shareholders, the provisions of article 304 of the Commercial Code being complied with in all respects.

Thirtieth: Within 10 days following the regular meeting of shareholders, a copy of the balance sheet and the Controller's report shall be sent to the appropriate authorities in accordance with article 308 of the Commercial Code.

Thirty-First: The company shall have a Controller and a substitute for the same, both appointed by the regular meeting of shareholders. They shall hold office for a term of two years, and shall be eligible for reelection. They shall have the powers conferred upon them by law and by these articles of incorporation/bylaws, and such powers as may be conferred upon them in future by the meeting of shareholders.

Thirty-Second: The Controller shall deliver his annual report to the offices of the company at least 15 days prior to the date of the regular meeting of shareholders.

Thirty-Third: As to all matters not contemplated in these articles of incorporation/bylaws, the rules established under the Commercial Code shall govern.

Thirty-Fourth: At this meeting these articles of incorporation/bylaws were approved by a unanimous vote, and the following appointments were made, the persons in question to hold office until the regular meeting of shareholders in March 1978: Administrator, Fernando Ignacio PARRA Aranguren, an attorney at law domiciled in the city and district of Maracaibo, State of Zulia, holder of personal identity document V940424; Substitute Administrator, Andrés Eloy PARRA Aranguren, of legal age, a Venezuelan citizen, a business executive, domiciled in Caracas, Federal District, holder of personal identity document V85765; Controller, Carlos DELGADO Ocando; Substitute Controller, Alfredo URDANETA Delgado. The Administrator, Fernando Ignacio PARRA Aranguren, was authorized to execute and complete all formalities necessary to effect the registration of the company, being thus empowered to sign documents and official records, and to do anything necessary for the attainment of the purpose indicated, without limit of any kind.

[Two signatures -- Illegible]

REPUBLIC OF VENEZUELA

Second Notarial Office for Maracaibo

March 16, 1976. 166 [years of independence] and 118 [years of federation]. This document was presented for acknowledgment by and return to the grantors, Carlos DELGADO Ocando and Alfredo URDANETA Delgado, identified by documents V1645343 and V1689529, respectively. This instrument was read to them, and they stated: "The contents are correct and the signatures affixed beneath the instrument are ours." The Notary Public declares the document to have been acknowledged, and returns the same.

s/ Oscar SOTO Ferrer
Notary Public
[Seal]

A true and exact copy issued in accordance with form 19596, in Caracas, on June 9, 1983.

s/ Alberto DIAZ Méndez
Second Mercantile Registrar for the Jurisdiction of the Federal District and State of Miranda

* TRANSLATOR'S NOTE: US$1 = Bs. 11.65 (Venezuelan bolivares) -- floating rate

I, on behalf of Hold Translations, certify that the above translation we made from Spanish is correct and that we are qualified to make it.

Agustin Nieto, Notary Public, State of Florida at Large
My commission expires December 7, 1984
Member, American Translators Association
Miami, Florida, July 20, 1983
JL24

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