F96000003384

LAZARUS CORPORATE INDUSTRIES, INC.
Requestor's Name

890 S.W. 87 AVENUE SUITE: 16
Address

MIAMI, FLORIDA 33174 (305)552-5973
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

200001803332
-05/01/96--01060--027
*****78.75 *****78.75
W96-9285
Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. MATT-HUNGO, INC. (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

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☒ Walk in ☒ Pick up time 2:00 ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☒ Certificate of Status

mtn

Rafael Labrada advised that this company is a corporation.
mtn

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
X	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

CORPORATIONS

CR2E031(1/95)

Examiner's Initials	

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 1, 1996

LAZARUS CORPORATE INDUSTRIES, INC.

SUBJECT: MATT-HUNGO, INC.
Ref. Number: W96000009285

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We have received your document for MATT-HUNGO, INC. and your check(s) totaling $78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

The certificate of existence needs to be a translated into English.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Document Specialist

Letter Number: 096A00020992

0R1621191

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. MATT-HUNGO, INC.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. REPUBLIC OF ARGENTINA
(State or country under the law of which it is incorporated)

3. June 24, 1992.-
(Date of Incorporation)

4. 15 years
(Duration)

5. 65-0660450
(Federal Employer Identification number, if applicable)

6. June 1, 1996
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 1221 Brickell Avenue, Suite #1720, Miami, Fl. 33131
(Current mailing address)

8. SHOW BUSINESS
(Brief description of the nature of the business in which it is engaged in the state of Florida)

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9. Names and addresses of officers and or directors:

A. Directors:

Chairman: OMAR A. LAURIA
Address: 1221 Brickell Ave. Suite 1720, Miami, Fl. 33131

Vice Chairman:
Address:

Director: OMAR A. LAURIA
Address: 1221 Brickell Ave. Suite 1720, Miami, Fl. 33131

Director: MARIA ROSA LOMONACO DE LAURIA,
Address: 1221 Brickell Ave. Suite #1720, Miami, Fl. 33131

9. **Officers:**

President: OMAR ALBERTO LAURIA

Address: 1221 Brickell Ave. Suite # 1720, Miami, Fl. 33131

Vice President: MARIA ROSA LOMONACO DE LAURIA

Address: 1221 Brickell Ave. Suite #1720, Miami, Fl. 33131

Secretary: MARIA ROSA LOMONACO DE LAURIA

Address: 1221 Brickell Ave. suite #1721, Miami, Fl. 33131

Treasurer: OMAR ALBERTO LAURIA

Address: 1221 Brickell Ave. Suite #1720, Miami, Fl. 33131

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(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. **Name and Street address of Florida registered agent:**

Name: RAFAEL GONZALEZ-LABRADA

Office Address: 7105 SW 8th Street Suite 206, Miami,

, Florida 33144
Zip Code

11. **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 futher 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: ______________________

12. 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.

13. ______________________
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

COLEGIO DE ESCRIBANOS

ACTUACION NOTARIAL

F 003778462

En mi carácter de Escribano Titular del Registro 1664 ------------------

CERTIFICO que el documento adjunto, extendido en Ocho foja/s, que sello y rubrico, es/son COPIA/S FIEL de su original, que tengo a la vista, doy fe.

Buenos Aires, 3 de Abril de 1996 .-

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Dr. EDUARDO L. ZAPATINI AGUIRRE
ESCRIBANO NACIONAL
MAT 3773

Dr. EDUARDO L. ZAPATINI AGUIRRE
ESCRIBANO NACIONAL
MAT. 3773

HAYDEE R. DAROAN
ESCRIBANA

673151 24 VI 92

Ana María Cabrera de Rivas
Escribana

COPIA Nº 20

CONSTITUCION DE SOCIEDAD DE RESPONSABILIDAD LIMITADA.- " MATT HUHGO S.R.L.".- En la Ciudad de Buenos Aires, Capital de la República Argentina, a los veinticuatro días del mes de junio de mil novecientos noventa y dos, se reúnen **Omar Alberto LAURIA**, argentino, nacido el 14 de octubre de 1946, casado, empresario artístico, con Matrícula 7.775.247, domiciliado en Paraná 457, Piso 2 de esta ciudad; y **María Rosa LO MONACO de LAURIA**, argentina, nacida el 5 de junio de 1950, casada, empresaria, con Documento Nacional de Identidad 6.217.388, domiciliada en Paraná 457, Piso 2 de esta ciudad; intervienen por sí. **DICEN:** Que resuelven constituir una SOCIEDAD DE RESPONSABILIDAD LIMITADA sujeta a las siguientes disposiciones: **PRIMERO:** Bajo la denominación de " **MATT HUHGO S.R.L**", queda constituida entre los comparecientes una sociedad de responsabilidad limitada. Tiene su domicilio en jurisdicción de la Ciudad de Buenos Aires.- Puede establecer sucursales, agencias o representaciones en cualquier punto del país o del extranjero.- **SEGUNDO:** Su duración es de quince años a contar de la inscripción en el Registro Público de Comercio.- **TERCERO:** Tiene por objeto la realización por sí, por cuenta de terceros o asociada a terceros de las siguientes actividades: **LOCACION DE SERVICIOS Y MANDATARIA:** Mediante el ejercicio de todo tipo de mandatos, comisiones, representaciones, contratos artísticos, gestión, asesoramiento, atención administrativa, comercial, publicitaria, técnica y económica; **COMERCIAL:** Producción, creación, elaboración y venta de publicidad artística, como así también la comercialización fonográfica y de equipos de iluminación y sonido.- Para el ejercicio

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de sus actividades la sociedad puede celebrar toda clase de contratos, adquirir y disponer toda clase de bienes, inclusive registrables y operar con instituciones bancarias.- Todos aquellos servicios que por su naturaleza, requieran ser atendidos por profesionales con título habilitante debidamente inscriptos en las matrículas respectivas, serán contratados a esos fines en cada caso.- **CUARTO:** El capital social es de **PESOS DIEZ MIL** dividido en **DIEZ CUOTAS** de **UN MIL** pesos cada una de valor nominal que los socios suscriben en la siguiente proporción: Omar Alberto Lauria, 6 cuotas que importan seis mil pesos; y María Rosa Lo Mónaco de Lauria, 4 cuotas que importan cuatro mil pesos.- Este capital se aporta en dinero en efectivo y se integra hasta un 25% o sea la suma de **DOS MIL QUINIENTOS PESOS.**- Los socios se comprometen a completar la integración en dinero en efectivo hasta un término no mayor de dos años, a contar del día de hoy.- **QUINTO:** La administración y representación de la sociedad estará a cargo de DOS socios designados a tal efecto, quiénes desde ya quedan investidos del rango de **GERENTES.**- Ejercerán sus funciones en forma indistinta cualesquiera de ellos.- En tal carácter tienen todas las facultades para obligar a la sociedad en todos los actos que no sean notoriamente extraños al objeto social, pudiendo realizar todos los contratos y actos que se vinculen con el mismo, inclusive los que menciona el artículo 1881 del Código Civil y el artículo 9 del Decreto Ley 5965/63, la adquisición de bienes muebles, inmuebles, contratación de préstamos, la constitución de derechos reales de garantía, la presentación en licitaciones públicas y privadas, el otorgamiento de

EDUARDO L. ZAPATA
ESCRIBANO NAC.
MAT. 3773

Dr. EDUARDO L. ZAPATINI AGUIRRE
ESCRIBANO NACIONAL
MAT. 3773

Ana María Cabreza de Rivas
Escribana

HAYDUE R. BARGAN
ESCRIBANA
MAT. 2711

poderes, operar con todos los bancos oficiales y privados, dejándose constancia que la enunciación no es limitativa ni taxativa.- Prestarán una garantía de PESOS CIEN cada uno de ellos en dinero en efectivo, durarán todo el tiempo de vigencia de la sociedad en sus cargos siendo esta designación condición expresa del contrato.- En consecuencia solo podrán ser, removidos mediando justa causa de acuerdo con lo que disponen los artículos 157 y 129 de la ley 19.550.- SEXTO: Las reuniones de socios se celebrarán en la Sede Social, previa citación dirigida por cualquiera de los socios gerentes a los otros, notificada al último domicilio social comunicado a la sociedad, con una anticipación no menor de 10 días.- Deberá realizarse al menos una reunión anual.- La transformación, fusión, escisión, prorroga, reconducción, transferencia de domicilio al extranjero, el cambio fundamental de objeto, y las decisiones que incrementen las obligaciones sociales o la responsabilidad de los socios, como el aumento del capital social que importe una integración efectiva por parte de los socios deberán ser adoptadas por el voto de las cuatro quintas partes del capital social.- Las demás resoluciones que importen modificación del contrato se adoptarán por mayoría absoluta del capital.- Las resoluciones que no conciernan a la modificación del contrato, la designación y revocación de gerentes se adoptarán por mayoría del capital presente en la respectiva reunión, y cada cuota dará derecho a un voto.- Las resoluciones sociales, se asentarán en el libro de actas a que se refiere el artículo 162 de la ley de sociedades comerciales.---SEPTIMO:-El-ejercicio-social-finalizará-el--31--

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de diciembre de cada año.- A tal fecha, los socios gerentes deberán confeccionar un inventario y balance general para establecer las ganancias y las pérdidas, el que se pondrá a disposición de los socios con no menos de 15 días de anticipación para su consideración y posterior tratamiento.- De las utilidades líquidas y realizadas se destinará: a) 5% a fondo de reserva legal hasta que alcance el 20% del capital social; b) retribución de los socios gerentes; c) a la constitución de reservas facultativas, siempre que respondan a una prudente y razonable administración, de conformidad con el artículo 70 in fine de la ley de sociedades comerciales; d) el saldo se distribuirá entre los socios en proporción a los capitales aportados.-

OCTAVO: La cesión de las cuotas sociales entre los socios es libre, debiéndose comunicar la misma a la sociedad con la entrega de un ejemplar en las condiciones establecidas en el art. 152 de la Ley de sociedades comerciales.- La cesión de cuotas a terceros extraños de la sociedad queda limitada al cumplimiento del siguiente procedimiento.- Quién se proponga ceder su cuota social total o parcialmente a un tercero extraño a la sociedad, deberá obtener la conformidad unánime de los demás, quienes se reservan el derecho de denegarla mediando justa causa o de ejercer el derecho de preferencia para adquirirla, sin perjuicio de que la sociedad también podrá ejercitar tal preferencia con utilidades o reservas disponibles o reduciendo el capital.- A tal efecto deberá comunicar su voluntad de ceder a la gerencia, indicando el precio de las mismas y el nombre del interesado.- Se dispondrá de treinta días corridos, a contar del

Dr. EDUARDO L. ZAPATINI AGUIRRE
ESCRIBANO NACIONAL

Ana María Cabrera de Rivera
Escribana

momento en que se practicó la notificación respectiva a la gerencia para denegar la conformidad o ejercer la preferencia. Si se impugnare el precio de las cuotas deberán expresar el ajustado a la realidad. Si no se contestare pasados los treinta días, se considerará otorgada la conformidad y no ejercitada la preferencia. En caso de impugnacion del valor de las cuotas se estará a la pericia judicial rigiendo las reglas del artículo 154 de la Ley de sociedades comerciales. Si la sociedad comunicare que se ha denegado la conformidad requerida para la transmisión de las cuotas, quien se proponga ceder podrá ocurrir al juez, quien con audiencia de la sociedad, autorizará la cesión si no existe justa causa de oposición, con todos los efectos dispuestos en el artículo 154 en fine de la Ley de sociedades .- **NOVENO:** En caso de fallecimiento o incapacidad total de cualquiera de los socios, sus herederos o representante legal se incorporará a la sociedad.- Respecto de las cuotas sociales del fallecido o incapacitado regirán las disposiciones de los artículos 155, 156 y 209 de la ley de sociedades.- Mientras no se acredite la calidad de heredero o representante legal actuará interinamente el administrador de la sucesión o el curador provisional.- **DECIMO:** Producida la disolución de la sociedad, la liquidación estará a cargo de los socios gerentes, quienes desde ya quedan designados liquidadores.- Ejercerán sus funciones en la misma forma prevenida en el artículo Quinto del presente contrato.- Extinguido el pasivo social, elaborarán el balance final el cual una vez aprobado, deberá ser ejecutado. El activo que resultare repartible lo será en proporción a los aportes

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efectivizados.- FIJACION DE LA SEDE SOCIAL: Queda establecida la sede social en la calle Tucumán 1.455, Piso 16, Departamento "B" de esta ciudad.- DESIGNACION DE GERENTES: Quedan designados GERENTES de la sociedad Omar Alberto LAURIA y María Rosa LO MONACO de LAURIA, quienes aceptan el cargo y constituyen domicilios en los indicados al comienzo de esta escritura.- APODERAMIENTO: Se confiere PODER ESPECIAL a favor de Mirta Alicia GHIRINGHELLI, con Documento Nacional de Identidad 10.555.749 y Adriana Beatriz ALBA, con Documento Nacional de Identidad 12.001.571 para que, actuando en forma conjunta, alternada o indistinta, realicen las gestiones necesarias para obtener la inscripción registral, con facultad para contestar observaciones, otorgar escritos complementarios, de modificación, inclusive a la denominación social, interponer y sostener recursos y en general realizar cuantos más actos, gestiones y diligencias fueren conducentes para el mejor desempeño del presente que podrá sustituir.- Se firma el presente en el lugar y fecha indicados.-
E/R. LO MONACO, Lo Mónaco, LO MONACO. VALE.

La firma que antecede se certifica en actuación notarial N° C002017348

HAYDEE R. BARCAN
ESCRIBANA
MAT. 2711

ACTUACION NOTARIAL

DR. EDUARDO L. ZAPATINI AGUIRRE
ESCRIBANO NACIONAL
MAT. 0779

C 002010340

[illegible] 24 [illegible] Junio de 1992 [illegible]

Titular del Registro 496 de la Capital Federal.- - - - - - - - - - - -

[illegible] firmas - - - - - - - -

[illegible]

[illegible] de Identidad [illegible]

[illegible]

Omar Alberto LAURIA, D.N.I.Nº 7.775.247 y María Rosa LO MONACO, D.N.I. Nº 6.217.331.-

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[illegible] persona/s manifiesta/n actuar en carácter personal.-

EDUARDO L. ZAPA
ESCRIBANO NA
MAT. 271

C 002017348

TERCERO: Que el/los requerimiento/s respectivo/s queda/n formalizado/s simultáneamente, por medio de Acta 028 del Libro de Requerimientos Nº 13, Interno 32301.- -

HAYDEE R. BARCAN
ESCRIBANA
MAT. 2711

Fotocopia certificada en actuación notarial.
Nº C006103319— Conste

HAYDEE R. BARCAN
ESCRIBANA

ACTUACION NOTARIAL

Ana María Alberto de Ricau
Escribano

C 006103219

DR. EDUARDO L. ZAPATINI AGUIRRE
ESCRIBANO NACIONAL
MAT. 3773

En mi carácter de Escribano titular del Registro 496.—

CERTIFICO que el documento adjunto, extendido en cuatro foja/s, que sello y rubrico, es/son COPIA/S FIEL de su original, que tengo a la vista, doy fe.

Buenos Aires, 24 de Junio de 1992.—

HBarcan

HAYDEE R. BARCAN
ESCRIBANA
MAT. 2711

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AGUIRRE
NAL

Dr. EDUARDO L. ZAPATINI AGUIRRE
ESCRIBANO NACIONAL
MAT. 1773

INSPECCION GENERAL DE JUSTICIA ________ HOJA 1

Tramite	Descripcion	Nro.Tram
00291	CONSTITUCION TRAM. PRECALIFICADO	

Nro. correlativo 1557937___
Sociedad MATT HUNSD____
Autos: ____
Inscripto en este Registro bajo el numero 5007 del libro 96 ___, tomo -
de SRL____
escritura/s: ____
y/o instrumentos privados: 24-6-92____

Buenos Aires, 29/06/92

JUSTICIA

JEFE DPTO. REGISTRAL
INSPECCION GENERAL DE JUSTICIA

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CERTIFICO que la atestacion correspondiente a esta fotocopia se formaliza en el folio de actuacion notarial número ACD240/1162 Banfield 20-9-95
S/R ACD240/1163: Vale.-

Ana María Celesta de Rivas
Escribana

Ana Mari

Dr. EDUARDO L. ZAPATINI AGUIRRE
ESCRIBANO NACIONAL
MAT. 3773

ACD2401163

CERTIFICO que el documento adjunto que consta de 6 fojas que llevan mi sello y firma, es copia fiel de su original, que tengo a la vista doy fe.- Registro número 62 del Distrito de Lomas de Zamora Lugar y fecha: Banfield 20 de setiembre de 1995.-

Cabrera Rivas
Escribana

Ana Maria Cabrera de Rivas
Escribana

La firma y el sello que anteceden se legalizan en el
Valor de Legaliz [illegible]
Lomas de Zamora, 21 de Setiembre de 1995

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Dr. EDUARDO L. ZAPATINI AGUIRRE
ESCRIBANO NACIONAL
MAT. 3773

LEGALIZACIONES

Decreto - Ley 9020 (Artículos 117/118)

AFL1723644

EL COLEGIO DE ESCRIBANOS DE LA PROVINCIA DE BUENOS AIRES, República Argentina, en virtud de la facultad que le confiere la Ley Orgánica del Notariado, legaliza la firma y el sello del notario D. CORREA ANA MARIA

obrantes en el Documento Nº [illegible]

La presente legalización no juzga sobre el contenido y forma del documento.

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LOMAS DE ZAMORA, 21 de setiembre de 1995

[illegible] Raquel LOPEZ
Notario
Delegación Lomas de Zamora

Dr. EDUARDO L. ZA
ESCRIBANO
MAT

CERTIFICADA EN SELLO N° F.3778462

Dr. EDUARDO L. ZAPATINI AGUIRRE
ESCRIBANO NACIONAL
MAT 3773

Ahmed Simeón
AND ASSOCIATES

Translation,
Interpretation
and
Conference Services

INVOICE
Date: May 13/1996
Invoice No. G-116

Net 30 Days

Please make check payable
SIMPLY to: AHMED SIMEON

To:
Rafael González Labrada 262-1262
RGL Tax & Accounting Services
7105 SW 8th Street, Suite 206
Miami, Fl 33144
FAX - 305 - 262 - 2103

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For:
Translating into English attached materials..$200.00

Ahmed Simeón

Ahmed Simeón

TRANSLATION

673151 04 VI 92

Haydee R. Barcan
Notary Public
Registration 2911

Ana María Cabrera de Rivas
Notary Public

Dr. Eduardo L. Zapatini Aguirre
National Notary Public
Registration 3773

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BOX No. 20

INCORPORATION AGREEMENT OF A LIMITED LIABILITY PARTNERSHIP.- MATT HUNGO S.R.U.".- In the City of Buenos Aires, Capital of the Republic of Argentina, on the twenty-fourth day of the month of June, of the year nineteen hundred and ninety-two, **Omar Alberto LAURIA**, an Argentinean citizen, born on October the 14th, 1946, married, an artists' impresario, identity card number 7.775.247, who resides at Paraná 457, 2nd Floor, in this City; and **María Rosa LO MONACO de LAURIA**, an Argentinean citizen, born on June the 5th 1950, married, a businesswoman, National Identity Card number 6.217.331, who resides at Paraná 457, 2nd Floor in this City, have come together and **STATE**: That they have decided to incorporate a LIMITED LIABILITY PARTNERSHIP subject to the following provisions: **FIRST:** Under the denomination of **MATT HUNGO S.R.L."** a limited liability partnership is hereby created among the persons present here whose corporate address is in the jurisdiction of the City of Buenos Aires.- It may establish subsidiaries, agencies and affiliates any where in this country or abroad.- **SECOND:** Its life span is fifteen years starting with the date of its registration with the Public Business Registry.- **THIRD:** Its purpose is its own incorporation either by means of, by third parties or in association with third parties, regarding the following activities: LOCATION OF SERVICES AND MANDATARY: By means of the application of all sorts of mandates, commissions, representations, artistic contracts, administration, consultations, managerial, commercial, advertising, technical and economic services; COMMERCIAL: Production, creation, manufacturing and selling of artistic advertising, as well as the phonographic, light and sound equipment marketing.- In order to put into practice its activities, the partnership may execute all kinds of contracts, and acquire and provide all kinds of goods, including those that can be registered and the capacity to operate with banking institutions.- All those services that by their nature must to be attended to by professionals with a degree properly registered in their respective specialties, shall be hired, in each case, for that purpose.- **FOURTH:** The partnership's capital is **TEN THOUSAND PESOS** divided in **TEN SHARES,** each with a nominal value of ONE THOUSAND pesos, that the partners subscribe to as follows: Omar Alberto Lauría, 6 shares with a price of six thousand pesos; and María Rosa Lo Mónaco de Lauría, 4 shares with a price of four thousand pesos.- This capital is given in cash and up to 25%, or the sum of **TWO THOUSAND FIVE HUNDRED PESOS,** is thus integrated. The partners pledge to complete the payment of their share of the funds in cash in a term no longer than two years starting from this day on.- **FIFTH:** The administration and representation of the partnership will be the responsibility of TWO partners assigned to that effect, who know have the title of **MANAGERS.**- They will each perform their functions indistinctly of each other.- As such, they have all of powers necessary to compel the partnership in all the events that are not evidently realted to the purpose of the partnership, thus enabling it to execute all the contracts and events related to itself, including those mentioned under Article 1881 of the Civil Code and Article 9 of the Decree Law 5965/63, for the acquisition of personal and movable property, real estate, loan contracts; the constitution of real warranty rights, presentation of public and private bids, granting powers operating with official and private banks, it being certain that said statements has no limits or restrictions.- They will each present a ONE HUNDRED PESO bond in cash and it will be in effect the entire time that the partnership is in force and the partners are in full exercise of their offices, being this designation a clear condition of the contract.- Accordingly, they may only be removed under just cause in accordance with what is stated under Articles 157 and 129 of Law 19.550.- **SIXTH:** The partnership meetings will be held at the Partnership's Headquarters; a notice must be sent by any of the managerial partners to the others to hold a meeting; said notice must be sent to the last known corporate domicile that has been provided to the partnership, with no less than 10 days notice.- There should be at least one annual meeting held.- The convertion, merge, division, postponment, extension, transferring of address to a foreign country, the fundamental change of the partnership's purpose , and the decisions that increase the partnership's obligations or partner responsibilities, such as the increase of the corporate capital which amounts to the actual integration of the partners must be adopted by a four-fifths vote of the partnership's capital.- Any other resolutions that amount to a modification of the contract will be adopted by simple majority of those present representing the capital.- The resolutions whose intent is not to amend the contract and the appointment and termination of managers will be adopted by the majority of capital representatives present at said meeting, each share will have the right to one vote.- The partnership's resolutions will be entered into in the minutes log as per Article 162 of the Commercial Partnerships' Law.- **SEVENTH:** The partnership's fiscal year will end on the 31st of December of each year.- At such date, the managing partners should make a general inventory and a statement of earnings and losses, which will be made available to the partners a minimum of 15 days in advance for their consideration and eventual review.- The earned net profits will be distributed in the following manner: a) 5% to the legal reserve fund until it reaches 20% of the partnership's capital; b) Repayment of the managing partners; c) the accrual of discretionary funds, so long as they are administered prudently and reasonably, and in accordance with Article 70 of the Commercial Partnerships' Law; d) the balance will be distributed amongst the partners in proportion to the amount of capital contributed.- EIGHTH: Transfer of partnership shares amongst the partners is free, so long as notice is duly given to the partnership by means of a copy of the conditions established as per Article 152 of the Commercial Partnerships' Law.- The transfer of shares to non-partnership realted third parties, is limited to the fulfillment of the following procedure.- Whoever wishes to transfer, either totally or partially, his share to a non-related third party, must obtain the unanimous agreement of the others, who will retain the right to deny it with just cause or to exercise their right of preference to acquire it without loss to the society which in turn can exercise said preference by using its profits or available reserve funds or by reducing its capital.- To that effect, it should notify its will to transfer to the administration, indicating the value of the same and the name of the interested party.- The administration will have thirty consecutive days from the moment the respective notification was given to the administration to deny the agreement or exercise the right of preference. If the share prices were impugned, then the share price will reflect the actual adjustment. If after thirty days it has not been contested, the agreement will be considered granted and the preference voided. In case that the value of the shares has been impugned, it will be submitted to judicial review as per provisions of Article 154 of the Commercial

Partnerships' Law. If the partnership has given notice that the required agreement has not been approved for the transfer of the shares, then whosoever has proposed the transfer can appeal to the judge who will have purview in the partnership and who will authorize the transfer if there is no just cause for denial is found with all the effects provided for in Article 154 of the partnership law.- **NINTH:** Should any of the partners die or become disabled, their heirs or legal representatives will be integrated into the partnership.- The partnership shares of the deceased or disabled partner, will have to abide by provisions of Articles 155, 156 and 209 of the partnership law.- While the status of the heir or his legal representative is being reviewed, the administrator in charge of successions or the interim guardian will be in charge.- **TENTH:** When the partnership is dissolved, the liquidation will be in charge of the managing partners, which are as of this moment given the title of liquidators.- They will perform their duties in the same fashion established in the FIFTH article on this contract.- When all the partnership liabilities have been taken care of, they will create an ending balance, which once it has been approved, should be carried out. Any distributable assets will be distributed proportionately to actual contributions.- LOCATION OF PARTNERSHIP HEADQUARTERS: Partnership headquarters have been established at Tucumán Street 1.455, 16th Floor, Apartment "O," in this city.- ASSIGMENT OF MANAGERS: **Omar Alberto LAURIA and Maria Rosa LO MONACO de LAURIA** are hereby appointed MANAGERS of the partnership; they hace accepted said appointment; their domiciles are those mentioned at the beginning of this document.- POWER OF ATTORNEY: SPECIAL POWER is given to Mirta Alicia GHIRINGHELLI, National Identity Card number 10.55.749, and Adriana Beatriz ALPA, National Identity Card number 12.081.571 so that, acting jointly, in an alternate fashion or otherwise, perform the administrative duties necessary to obtain the regis'ration, having the power to contest any observations, issue complementary deeds of modification, including the partnership denomination, submit appeals and raise funds and in general carry out all other actions, negotiations and arrangements which may be deemed necessary to the correct fulfillment of the purposes stated or their substitution.- This document is hereby signed and dated in the place indicated.-

C/R. LO MONACO, Lo Mónaco, LO MONCAO. VALE

The signature that precedes is certified
under notary public's proceedings No. C002017348

Haydee R. Barcan
Notary Public
Registration 2911

Notary Public Seal

Notary Public's Proceedings

Law 12.990 - Signature

Ana María Cabrera de Rivas

Notary Public

Dr. Eduardo L. Zapatini Aguirre

Notary Public

Registration 3773

The number C002017348 has been superimposed on top of Dr. Aguirre's seal

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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1. Illegible 24th of June of 1992 illegible
2. **Holder of Registry 496 of the Federal Capital.------**
3. Illegible **signatures-----**
4. Illegible
5. Illegible
6. Illegible
7. **Omar Alberto LAURIA, D.N.I.No. 7.775.247 and María Rosa LO MONACO, D.N.I. No. 6.217.331.-**
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Notary Public Seal

Dr. Eduardo L. Zapatini Aguirre

Notary Public

Registration 3773

C 002017348

THIRD: That the respective requirement/s have been formalized simultaneously by means of the deed **028 of the Book of Requirements No. 13, Internal 32301.**--------

Haydee R. Barcan

Notary Public

Registration 2911

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Certified photocopy in notary public's proceedings

No. C006103319. Registered by:

Haydee R. Barcan

Notary Public

Registration 2911

Notary Public Seal

Notary Public's Proceedings

Law 12.990 - Signature

Ana María Cabrera de Rivas

Notary Public

Dr. Eduardo L. Zapatini Aguirre

Notary Public

Registration 3773

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In my disposition as Notary Public **holder of registry 496**, I certify that the enclosed document, done in **four** leaf/s, that I seal and endorse, are FAITHFUL COPIES of the originals that I have before me. I give faith.

Buenos Aires, **24th** of **June** of 1992

Haydee R. Barcan

Notary Public

Registration 2911

Dr. Eduardo L. Zapatini Aguiirre

Notary Public

Registration 3773

GENERAL JUSTICE INSPECTION____________________LEAF 1

Step	Description	No. Step
00291	Prequalified step	
	Incorporation	

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Correlative number 1557937__________

Partnership MATT HUNGO____

Before:____

Registered in this Record under the number 5807 of the book 96_____, volume -

of SRL____

deed/s:____

and/or private instruments: 24-6-92______________________________________

Buenos Aires, 29/06/92

Illegible name

Record Department Chief

General Justice Inspection

I certify that the corresponding witness to this photocopy is formalized in the notary proceedings folio number ACD2401168 (??) Banfield 20-9-95

S/R ACD2401163: Vale.-

Ana Maria cabrera de Rivas

Notary Public

Illegible seal ACD2401163 Dr. Eduardo L. Zapatini Aguirre

National Notary Public

Registration 3773

I CERTIFY that the enclosed document has 6 leaf/s that carry my seal and signature, is a faithful copy of its original that I have before me. I give faith. Record number 62 do the Lomas de Zamora district. Place and date: Banfield, 20th of September of 1995.

Ana Maria cabrera de Rivas

Notary Public

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The signature and seal that appear before...illegible

Legal value illegible

Lomas de Zamora, 21st of September of 1995

Notary Public Seal LEGALIZATIONS

Province of Buenos Aires Law-Decree 9020 (Articles 117/118)

Dr. Eduardo L. Zapatini Aguirre

National Notary Public

Registration 3773

THE NOTARY PUBLIC SCHOOL OF THE BUENOS AIRES PROVINCE., Republic of Argentina, in virtue of the powers that the Organic Notary Public Law confers, legalizes the signature and seal of the notary public CABRERA, ANA MARIA in possession of document No. illegible

This legalization does not pass judgment as to the form and content of the document.

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LOMAS DE ZAMORA, 21st of September of 1995

Illegible Raquel LOPEZ

Notary Public

Lomas De Zamora illegible

Dr. Eduardo L. Zapatini Aguirre

National Notary Public

Registration 3773

CERTIFIED UNDER SEAL No. F.3778463

Dr. Eduardo L. Zapatini Aguirre

National Notary Public

Registration 3773