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Florida Department of State
Division of Corporations
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     Account Name      : EMPIRE CORPORATE KIT COMPANY
     Account Number    : 072450003255
     Phone             : (305)541-3694
     Fax Number        : (305)541-3770
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FOREIGN PROFIT QUALIFICATION

inversiones 043332095, c.a.

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W99-6735

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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March 22, 1999

EMPIRE CORPORATE KIT COMPAANY

,

SUBJECT: INVERSIONES 043332095, C.A.
REF: W99000006735

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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 (850) 487-6092.

Hart Collins
Senior Corporate Section Administrator

FAX Aud. #: H99000006705
Letter Number: 699A00013904

(7)

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

1. INVERSIONES 043332095, C.A.
(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. N/A
(FEI number, if applicable)

4. 9/26/89
(Date of incorporation)

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

6. FEB 24, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 7525 N.W. 8th Street, Suite 201
Miami, FL 33126
(Current mailing address)

8. ownership and investment in Assets in Florida, including the borrowing of money
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box NOT acceptable)

Name: ALBERT J. XIQUES

Office Address: 1000 BRICKELL AVENUE, STE 660
MIAMI, Florida, 33131
(Zip code)

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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.

(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: (Street address ONLY - P.O. Box NOT acceptable)

Prepared by: ALBERT J. XIQUES (FL BAR NO. 948017)
(305) 377-1000
RODRIGUEZ & MACHADO, P.A.
1000 Brickell AVE #600
Miami FL 33131

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Luis Ramon Chalbaud

Address: 7525 N.W. 8th Street, Suite 201
Miami FL 33126

Vice Chairman: ______________________

Address: ______________________

Director: ______________________

Address: ______________________

Director: ______________________

Address: ______________________

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Luis Ramon Chalbaud

Address: 7525 N.W. 8th Street, Suite 201
Miami, FL 33126

Vice President: Albert J. Xiques

Address: 1000 Brickell Ave, Suite 660
Miami FL 33131

Secretary: Albert J. Xiques

Address: 1000 Brickell Avenue, Suite 660
Miami FL 33131

Treasurer: ______________________

Address: ______________________

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

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

14. Albert J. Xiques, as Secretary and VP
(Typed or printed name and capacity of person signing application)

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REGISTRO MERCANTIL II

DE LA CIRCUNSCRIPCION JUDICIAL DEL DTTO. FEDERAL Y ESTADO MIRANDA

DOCTOR: CORNELIO SALAZAR

REGISTRADOR MERCANTIL SEGUNDO INTERINO DE

LA CIRCUNSCRIPCION JUDICIAL DEL DISTRITO FEDERAL Y ESTADO MIRANDA, CERTIFICA:

Que el asiento Registro de Comercio que a continuación se inserta y el cual está inscrito en

el Tomo 13-A Sgdo. es del tenor siguiente: "Número" 20

EL REGISTRADOR MERCANTIL II quien suscribe, certifica: Que

La Participación, Nota y Documento. que se copian de seguida

son traslado fiel de sus originales, los cuales dicen así:

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Recibido: 09 OCT. 1989

Planilla Nº 10772 REPUBLICA DE VENEZUELA

Girado:

Escribiente: 11 OCT 1989

Visto Bueno:

Ciudadano

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

Su Despacho.-

Yo, MAIGUALIDA AGUANA SANTAMARIA, mayor de edad, titular de la cédula de identidad No. 5.019.956, ocurro ante usted para presentarle original del documento constitutivo estatutario de la sociedad mercantil INVERSIONES 043332095 C.A. ---, el cual ha sido redactado con suficiente amplitud para que a la vez constituya los Estatutos de la Sociedad, con la debida delegación para efectuar la correspondiente participación al Registrador Mercantil.

Acompaño con el presente escrito comprobante del depósito bancario efectuado por los socios como aporte al capital social de la sociedad.

Presentación que hago a usted a los fines previstos en el Artículo 215 del Código de Comercio para que una vez comprobados que se han cumplido los requisitos de ley, se sirva ordenar el registro y publicación del documento constitutivo de la misma la formación del expediente correspondiente.

Solicito así mismo se sirva expedirme copia certificada del documento constitutivo antes señalado a los fines de su publicación.

Maigualida Aguana Santamaria.-

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☑ SOLV. I.P.
☑ C.C.
☑ CARTA C.
☐ INV.
☐ SIEX
☐ BALANCE

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[illegible] MERCANTIL [illegible]
[illegible]CIAL DEL D[illegible]IO. FEDERAL Y EDO. MIRANDA

[illegible] once (11) de Octubre de mil nove-
cientos Ochenta y Nueve 179 y 130. Por presenta
da la anterior participación. Cumplidos como han sido los requisitos de ley
[illegible] en el Registro Mercantil junto con el documento presentado; fíjese
y publíquese el [illegible] respectivo; fórmese el expediente de la Compañía y
[illegible] con el ejemplar de los Estatutos y demás recaudos
[illegible]. [illegible] la copia de publicación. El anterior documento redac-
tado por [illegible] se inscribe en el Registro de
Comercio bajo el No. 20 Tomo 13-A [illegible] Derechos
pagados Bs. [illegible] según Planilla No. [illegible] La
identificación se efectuó así: [illegible]
[illegible]/1998 [illegible] 000004 y 57029

[illegible] Mercantil Segunda.

(FDO) Dr. CORNELIO SALAZAR

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DIVISION OF CORPORATIONS
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Nosotros: MAIGUALIDA AGUANA SANTAMARIA y FERNANDO GUEVARA, mayores de edad, de este domicilio, venezolanos, titulares de las cédulas de identidad números 5.019.956 y 2.136.626, respectivamente, reunidos en Asamblea Constitutiva, hoy 26 de septiembre de 1.989, en Caracas, por el presente documento declaramos que acordamos constituir una Compañía Anónima que se regirá por las siguientes cláusulas que constituyen su Acta Constitutiva-Estatutos que se transcriben a continuación:

ARTICULO PRIMERO: NOMBRE Y DOMICILIO.

La Sociedad se denominará INVERSIONES 043332095, C.A. ____ , y tendrá su domicilio en la ciudad de Caracas, Distrito Federal, pudiendo instalar establecimientos y sucursales, agencias u oficinas donde la Junta Directiva determine.

ARTICULO SEGUNDO: OBJETO: El objeto de la sociedad será realizar inversiones en valores mobiliarios, así como la gestión de toda actividad de lícito comercio que la compañía decida emprender.

ARTICULO TERCERO: CAPITAL, ACCIONISTAS Y ACCIONES.

El capital de la sociedad es de VEINTE MIL BOLIVARES (Bs.20.000,oo), dividido en DOSCIENTAS (200) acciones con un valor nominal de CIEN BOLIVARES (Bs.100) cada una, las cuales han sido suscritas y pagadas en una veinte por ciento (20%) de la siguiente forma: MAIGUALIDA AGUANA SANTAMARIA, mayor de edad, titular de la cédula de identidad N° 5.019.956, venezolana, suscribe CIEN (100) acciones pagadas en un 20% y FERNANDO GUEVARA, mayor de edad, titular de la cédula de identidad N° 2.136.626, suscribe CIEN (100) acciones pagadas en un 20%. El pago de las referidas acciones los socios lo hacen en dinero efectivo, de acuerdo a comprobante depósito bancario que se anexa al presente escrito.

ARTICULO CUARTO: ADMINISTRACION.

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La compañía será administrada por una Junta Directiva compuesta por dos directores a quienes se les asignarán los cargos de Presidente y Vicepresidente, quienes estarán en el ejercicio de sus funciones, mientras la Asamblea no los releve de sus cargos, obligán a la compañía cualquiera de los dos indistintamente con su sola firma, tienen los derechos y obligaciones señalados en el Código de Comercio, representado de esta forma a la empresa en cualquier operación que deseen llevar a cabo y en la gestión diaria de sus negocios. Para garantizar sus gestión, los directores depositarán dos (2) acciones de la compañía, de conformidad al artículo 244 del Código de Comercio.

ARTICULO QUINTO: ASAMBLEAS.

La Asamblea de Accionistas es el organismo máximo de la compañía. Estas son Ordinarias y Extraordinarias y tienen las facultades que los atrubuye el Código de Comercio. Las Ordinarias se celebrarán una vez al año, dentro de los tres meses siguientes al cierre del ejercicio. Las Extraodinarias se celebrarán cuando así convenga a los intereses de la sociedad. Para la constitución de la misma se regirá el procedimiento establecido en el Código de Comercio, tanto para la primera convocatoria como en las subsiguientes.

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ARTICULO SEXTO: EJERCICIO ECONOMICO, BALANCE Y UTILIDADES, DURACION DE LA COMPAÑIA.

El ejercicio ecónomico de la Compañía comenzará el 1º de enero de cada año y terminará el 31 de diciembre de cada año. Para la formación del Balance se aplicarán las reglas establecidas en el Código de Comercio. La liquidación de las cuentas de Ganancias y

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Pérdidas comprenderán todos los gastos generales, pérdidas e ingresos. Una vez determinadas las utilidades netas anuales se deducirá un cinco por ciento (5%) para la reserva legal, hasta que dicha reserva alcance el diez por ciento (10%) de capital social. El remanente será repartido entre los accionistas según lo decida la correspondiente Asamblea. La duración de la Compañía es de 30 años contados a partir de la inscripción del documento estatutario en el Registro Mercantil.

ARTICULO SEPTIMO: COMISARIO.

La compañía tendrá un Comisario nombrado por la Asamblea de Accionistas quien tendrá un Suplente. Durante tres años en el ejercicio de sus funciones y tendrá las atribuciones y deberes que señala el Código de Comercio.

ARTICULO OCTAVO: Para lo no previsto en esta Acta Constitutiva Estatutaria se aplicarán las normas del Código de Comercio.

ARTICULO NOVENO: DISPOSICIONES TRANSITORIAS.

El primer ejercicio fiscal estará comprendido entre la fecha de inscripción de este documento en el Registro Mercantil competente y el 31 de diciembre de 1.989. Como miembros de la Junta Directiva quedarán designados los señores: MAIGUALIDA AGUANA como presidente y FERNANDO GUEVARA como vicepresidente y como Comisario el Lic. ORLANDO OLIVERO, titular de la cédula de identidad Nº 1.934.503, inscrito en el Colegio de Economistas del Estado Zulia, bajo el Nº 358.

Se autoriza expresamente a la Doctora MAIGUALIDA AGUANA SANTAMARIA, venezolana, mayor de edad, titular de la cédula de dientidad Nº 5.019.956, a presentar la presente acta constitutiva estatutaria al Registro Mercantil competente.

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Caracas, a los veintiseis (26) dias del mes de septiembre de mil novecientos ochenta y nueve (1.989).-

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Caracas, once (11) Octubre de Mil Novecientos Ochenta y Nueve (1989) MAIGUALIDA [illegible] SANTAMARIA / CORNELIO SALAZAR, se expide la presente copia certificada de publicación según pla# # 3708[illegible].

Dr. CORNELIO SALAZAR

REPUBLICA DE VENEZUELA
Circunscripción Judicial
Dto. Federal Edo. Miranda
REGISTRO MERCANTIL II

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[Coat of Arms]

[DOCUMENT FOR USE OF [Illegible]
[Stamp:]
REPUBLIC OF VENEZUELA
[Illegible]
COMMERCIAL REGISTRY

COMMERCIAL REGISTRY II
IN AND FOR THE JUDICIAL DISTRICT OF THE FEDERAL DISTRICT AND THE STATE OF MIRANDA

DOCTOR: **CORNELIO SALAZAR**

INTERIM SECOND COMMERCIAL REGISTRAR IN AND FOR THE JUDICIAL DISTRICT OF THE FEDERAL DISTRICT AND THE STATE OF MIRANDA, HEREBY CERTIFIES: That the Commercial Registry entry hereinbelow inserted, and which is recorded in Book 13-A Sond. is of the following tenor: "Number 20

THE undersigned COMMERCIAL REGISTRAR II, hereby certifies: That ______ the interest, Note and Document that are copied hereinafter are a true and accurate copy of their originals, which textually read:

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[Seal:] REPUBLIC OF VENEZUELA
Judicial District in and for the
Federal District and the State of Miranda
COMMERCIAL REGISTRY

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[Illegible signature] [Stamp:] Received: 09 OCT 1989
Form No. 1097750
Presented: 10 OCT 1989
Written by:
Approved:

Bs. 250
Bs 10 Tax Stamp

Commercial Registrar in and for the Judicial District of the Federal District and the State of Miranda.

[Partially legible numbers, initials]

Hand Delivered.-

I, MAIGUALIDA AGUANA SANTAMARIA, of legal age, bearer of identity card No. 5,019,956, appear before you for purposes of filing the original document containing the Articles of Incorporation for the business corporation known as **INVERSIONES 043332095, C.A.**, which is broad in scope so that it shall also serve as the Corporate Bylaws, with the required commission to present the corresponding record of deposit to the Commercial Registrar.

Attached hereto is the bank deposit voucher made by the partners as the contribution of corporate working capital.

This is presented to you for the purposes foreseen in Article 215 of the Commercial Code, so that once it is verified that all legal requirements have been fulfilled, you shall order registry and publication of the articles of incorporation of the same, and that the corresponding file be opened.

I am likewise requesting that you issue a certified copy of the aforementioned articles of incorporation for purposes of publication thereof.

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DIVISION OF CORPORATIONS

Maigualida Aguana Santamaria

/s/ Illegible /s/ Illegible

[Entered vertically:] APPROVED [Commercial Registry seal] +8796 P.C. 200 Bs.
[Illegible] /s/ Illegible, DATE: 10 05 [illegible].
[Stamp:] [Checked:] Taxes and fees in good standing; bank draft; articles of inc.

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[Illegible]

OFFICIAL OF THE FEDERAL DISTRICT AND THE STATE OF MIRANDA

On October eleven (11) nineteen hundred eighty-nine 179th and 130th. The foregoing filing is entered. Inasmuch as all legal requirements have been fulfilled, register same at the Commercial Registry, together with the document submitted; file the original with the articles of incorporation and other supporting documents attached thereto. Issue the copy for publication. The foregoing document, written by Dr. Maigualida Aguana, is entered at the Commercial Registry under No. 20 Book 13-A Scnd, Fees paid Rm. 355 Bs. 250, pursuant to Form No. Rm. 3708 Bco. 109975. The appearing party provided the following identification: Maigualida Aguana Santamaria, identity card No. 5.019.956. Tax receipts No. 60004 and 57829

[Commercial Registry stamps]

Second Commercial Registrar.

(Signed) Dr. CORNELIO SALAZAR

ITA.-

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[Illegible signature]

[Approval stamp:] DATE: 12-05-89

+ 8796
/s/ Illegible

[Commercial Registry stamp at left margin, all pages]

We: MAIGUALIDA AGUANA SANTAMARIA and FERNANDO GUEVARA, of legal age, residents of this city, Venezuelan citizens, bearers of identity card numbers 5,019,956 and 2,136,626, respectively, gathered for the Incorporation Meeting, today, September 26, 1989, in Caracas, hereby state we have agreed to establish a stock company which shall be governed by the following clauses, that shall be the Articles of Incorporation-Bylaws, as hereinafter transcribed:

ARTICLE ONE: NAME AND ADDRESS. The corporation shall be known as **INVERSIONES 043332095, C.A.**, and shall be domiciled in the City of Caracas, Federal District, and may establish premises, branches, agencies or offices as determined by the Board of Directors.

ARTICLE TWO: PURPOSE; The purpose of the corporation shall be to make investments in intangible property, including securities, as well as any legal business activity the company may decide to undertake.

ARTICLE THREE: CAPITAL, STOCKHOLDERS AND STOCK

Corporate capital is TWENTY THOUSAND BOLIVARS (Bs. 20,000.000) , divided into TWO HUNDRED (200) shares with a nominal value of ONE HUNDRED BOLIVARS (Bs.100) each, TWENTY PERCENT (20%) thereof have been subscribed and paid-in as follows: MAIGUALIDA AGUANA SANTAMARIA, of legal age, bearer of identity card No. 5,019,956, a Venezuelan, subscribed ONE HUNDRED (100) shares, 20% thereof paid-in, and FERNANDO GUEVARA, of legal age, bearer of identity card No. 2,136,626, subscribes ONE HUNDRED (100) shares, 20% thereof paid-in. The partners pay for said shares in cash, as reflected in the bank deposit voucher attached hereto.

ARTICLE FOUR:

/s/ Illegible

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The company shall be managed by a Board of Directors comprised by two directors, who are designated to the positions of President and Vice-president, who shall perform their duties until the Stockholders Meeting removes them from their positions; either, indistinctly, may obligate the company with his/her signature, have the rights and obligations stipulated in the Commercial Code, thus representing the company in any transaction they may wish to make and in the daily management of their business. The directors shall deposit two (2) corporate shares in compliance with performance bond requirements pursuant to Article 244 of the Commercial Code.

ARTICLE FIVE: STOCKHOLDERS' MEETINGS.

The Stockholders' Meeting is the corporate governing body. These are ordinary and extraordinary, and shall have the authority vested by the Commercial Code. The Ordinary meetings shall be held annually, within the three months following the end of the fiscal year. The Extraordinary meetings shall be held when deemed to be in the interest of the corporation. In order to call said meeting, the procedures set forth in the Commercial Code shall govern, both for the first, as well as subsequent meetings.

ARTICLE SIX: FISCAL YEAR, FINANCIAL STATEMENT, PROFIT AND LOSS STATEMENT, DURATION OF THE CORPORATION.

The corporate fiscal year shall run from January first of each year through December 31st of each year. For purposes of financial statements, regulations set forth in the Commercial Code shall apply. Payment on Profits and Losses shall involve all general expenditures, losses and revenues. Once annual net profits have been determined, five percent (5%) shall be deducted for legal reserves; until said reserve is equal to ten (10%) percent of working capital. The remainder shall be distributed among the partners, as decided by the pertinent stockholders' meeting. The duration of the corporation shall be 30 years, as of registration of the incorporation papers at the Commercial Registry.

ARTICLE SEVEN: TRUSTEE.

The company have one trustee, appointed by the Stockholders' Meeting, who shall have an Alternate. The Trustee shall fulfill his duties for a three-year period and shall have the authority and obligations set forth by the Commercial Code.

ARTICLE EIGHT: TEMPORARY PROVISIONS.

The first fiscal year will run from the date this document is recorded at the pertinent Commercial Registry through December 31, 1989. The members of the Board of Directors shall be the following:

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MAIGUALIDA AGUANA as President, and FERNANDO GUEVARA as Vice-President; and the Trustee shall be ORLANDO OLIVERO, bearer of identity card No. 1,934,503, registered with the State of Zulia Economists under No. 358.

Dr. MAIGUALIDA AGUANA SANTAMARIA, of legal age, bearer of identity card No. 5,019,956, is expressly authorized to file these articles of incorporation with the competent Commercial Registry.

/s/ Illegible

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Caracas, on September twenty-sixth (26) nineteen eighty-nine (1989).

(Signed)

/s/ Illegible /s/ Illegible

[Paid tax stamps]

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DIVISION OF CORPORATIONS
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