F99000002044

MARCH 30, 1999

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATION
P. O. BOX 6327
TALLAHASSEE, FL. 32314

PROYECTOS Y CONTRUCCIONES PROYCONSA, SA
14261 SW 25TH TER
MIAMI, FL. 33175

600002825806--3
-04/01/99--01012--016
*****78.75 *****78.75

W99-8315

GENTLEMEN

INCLUDED YOU CAN FIND, APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA, ORIGINAL DOCUMENT OF INCORPORATION IN SPANISH LANGUAGE, TRANSLATION ON ORIGINAL DOCUMENT IN ENGLISH LANGUAGE, CHECK FOR THE AMOUNT OF $ 78.75 PAYABLE TO FLORIDA DEPARTMENT OF STATE.

THE NAME OF THE PERSON THAT YOU WILL CONTACTED IS.

ELSA C. GONZALEZ
14261 SW 25TH TER.
MIAMI, FL 33175
(305) 220-8815

SINCERELY

ELSA C.GONZALEZ

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 21 AM 8:35

4/21

APRIL 12, 1999

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATION
P. O. BOX 6327
TALLAHASSEE, FL. 32314

PROYECTOS Y CONTRUCCIONES PROYCONSA, SA
14261 SW 25TH TER
MIAMI, FL. 33175

MR MICHAEL MAYS
DOCUMENT SPECIALIST

ENCLOSED YOU CAN FIND, THE INSERTION OF SECTION # 6 *UPON* **QUALIFICATION**, ALSO NUMBER # 8 OF APPLICATION IN ENGLISH THAT IS **PROJECT, MAINTENANCE OF CIVIL, ELECTRIC, AND MECHANIC CONSTRUCTIONS.**

THERE IS A COPY OF YOUR LETTER DATED APRIL 07/99.

SINCERELY

ELSA C. GONZALEZ

ELSA C. GONZALEZ
14261 SW 25TH TER.
MIAMI, FL. 331759
(305) 220-8815

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 7, 1999

ELSA C GONZALEZ
14261 SW 25TH TER
MIAMI, FL 33175

SUBJECT: PROYECTOS Y CONSTRUCCIONES PROYCONSA, SA
Ref. Number: W99000008315

We have received your document for PROYECTOS Y CONSTRUCCIONES PROYCONSA, SA and your check(s) totaling $78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of $1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Also number #8 of the application please complete in English.,

Please provide an English translation for the entity's name in your cover letter.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 399A00017542

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DIVISION OF CORPORATIONS

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. PROYECTOS Y CONSTRUCCIONES PROYCONSA , SOCIEDAD ANONIMA
(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. VENEZUELA , ESTADO CARABOBO
(State or country under the law of which it is incorporated)

3. MARZO 22 DE 1996
(Date of Incorporation)

4. 20 AÑOS
(Duration)

5.
(Federal Employer Identification number, if applicable)

6. "UPON QUALIFICATION"
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. AVENIDA PRINCIPAL GUATAPARO ESTE No. 114 _ 21, GUATAPARO VALENCIA
(Current mailing address)

8. PROYECTOS , MANTENIMIENTO Y CONSTRUCCIONES CIVILES, ELECTRICOS Y MEC.
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: ALI RAFAEL SALCEDO VILLANUEVA
Address: AVENIDA PRINCIPAL GUATAPARO ESTE No. 114-21
GUATAPARO, VALENCIA, VENEZUELA.

Vice Chairman: CAROLINA BEATRIZ NAVAS RIVAS
Address: AVENIDA PRINCIPAL GUATAPARO ESTE No.114-21,
GUATAPARO, VALENCIA, VENEZUELA.

Director:
Address:

Director:
Address:

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B. **Officers:**

President:

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

(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: ELSA GONZALEZ

Office Address: 14261 S.W. 25 TERRA, MIAMI

, Florida 33175

Zip Code

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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 compiy 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. CAROLINA BEATRIZ NAVAS RIVAS

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

14. CAROLINA BEATRIZ NAVAS RIVAS ,, VICEPRESIDENTE

(Name and capacity of person signing application)

INTERPRETE PUBLICO
Telef. 588581 - Valencia Venezuela

I, JUAN M. CUPEN RIVERO, the undersigned, a Registered Public Translator of the Republic of Venezuela in the English language, according to title published in the Official Gazette No. 31.274, dated July 12, 1977, registered at the Principal Office of Official Registrations of the Federal District under No. 175, Page 98, Ledger No. 2 and also registered at the Second Civil Court of First Instance of the Judicial District of Valencia, State of Carabobo on June 28, of 1977, under No. 1, Page 1, Ledger No. 1; HEREBY CERTIFIES: That the document later described, has been presented to me in the Spanish language for translation, and converted faithfully into the English language, reads as follows: ---

Second Business Registry of the Judicial District of the State of Carabobo. Dr. Oly Henriquez de Pimentel, Second Business Registrar of the Judicial District of the State of Carabobo. The undersigned, has compared the photostatic copies comprising four (4) pages corresponding to the Stock Company "PROYECTOS Y CONSTRUCCIONES PROYCONSA, S.A. registered on March 22, 1996 under No. 43, Ledger 28-A. -----------

Equally certifies that by analogical application of Article 120 of the Law of Public Registrations, that this photostatic copy has been prepared at this office by Ivon Henriquez, bearer of I.D.#8.849.838, a capable person authorized by me to prepare same. And who together with me has initialled each of the pages. Signed, Ivon Henriquez Signed, Oly Henriquez de Pimentel, Second Business Registrar of the State of Carabobo. Rubber stamp with the inscription: Republic of Venezuela, Second Business Registrar, Judicial District of the State of Carabobo.- ---

.... ////////////////// ....

Citizen, Second Business Registrar of the Judicial District of the State of Carabobo - Your Office.- ------------------------------

I, ALI RAFAEL SALCEDO VILLANUEVA, of age, a Venezuelan, married,

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DIVISION OF CORPORATIONS
96 APR 21 AM 9: 3

Electrical Engineer, of local residence, bearer of I.D.# V-3.921.363, proceeding in this act in my position as President of the Stock Company PROYECTOS Y CONSTRUCCIONES PROYCONSA S.A., duly authorized for this act by the Document of Constitution and Statutes of the aforementioned company, respectfully come before you to manifest: For the purpose of registration, file, and posting, attach the document of Constitution-Statutes of PROYECTOS Y CONSTRUCCIONES PROYCONSA S.A., and request that I be issued a certified copy of the document that I attach to this transmittal for the pertinent legal purposes. In Valencia, on the date of presentation. Illegible Signature.- -------

.... /////////////////// ....

Second Business Registry of the Judicial District of the State of Carabobo. Valencia, March 22, 1996. Years 185 and 136. Having presented the preceding documents and in compliance with the requirements of the Law, register same in the Second Business Registry together with the documents presented, post and publish with the respective insertion, form a docket of the company and file the original together with the statutes and other attachments. Issue a copy for publication. The preceding document prepared by attorney Margarita Noguera is registered in the Business Registry under No. 43, Ledger 28-A. All fees were paid per Slip No. 19260-19261. The identification was made with I.D.# V-3.921.363, Ali Rafael Salcedo Villanueva. Signed, the Second Business Registrar, Oly Henriquez de Pimentel. Round rubber stamp with the inscription: Republic of Venezuela, Second Business Registry, Valencia, State of Carabobo.- --

.......................////////////////////.......................

We, ALI RAFAEL SALCEDO VILLANUEVA, Electrical Engineer, bearer of I.D. #V-3.921.363 and CAROLINA BEATRIZ NAVAS RIVAS, an Associate in Sciences, Major: Civil Construction, bearer of I.D. #V-7.014.762, both Venezuelan, married, of local residence, have convened in the

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constitution, as in effect we have constituted a stock company that will be governed by the following clauses, which have been prepared with sufficient amplitude to also serve as the Social Statutes.- ----

CHAPTER I - NAME, DOMICILE, OBJECT AND DURATION OF THE COMPANY.-----

ONE: The company will be named PROYECTOS Y CONSTRUCCIONES PROYCONSA, S.A.- ---

TWO: The company will have its domicile in the city of Valencia, State of Carabobo, and may establish branches, agencies, and offices in any location of the country or in a foreign country, when it is so decided by the Assembly of Shareholders. ---------------------------------

THREE: The object of the Company will be the preparation of projects, drawings, and civil, electrical and mechanical construction, all related activities and any other legal business act. --------------

FOUR: The duration of the company will be Twenty (20) years counting from the date of registration in the Business Registry, and may be extended or reduced at the judgement of the Assembly of Shareholders.-

CHAPTER II - SOCIAL CAPITAL AND SHARES. ---------------------------

FIVE: The Social Capital is the amount of ONE MILLION BOLIVARS, (Bs. 1.000.000.00) divided into One Thousand (1.000) shares, nominal and non-convertible to the bearer, with a nominal value of ONE THOUSAND Bolivars (Bs. 1.000.00) each one of them. --------------------------

SIX: The capital has been totally subscribed and paid up as can be evidenced by the inventory attached. The shareholder ALI RAFAEL SALCEDO VILLANUEVA, subscribes and pays Fifty Percent (50%) of the Social Capital, in other words, subscribes and pays Five Hundred Shares (500), with a nominal value of one thousand Bolivars (Bs.1.000.00) each one, in other words he puts up the amount of FIVE HUNDRED THOUSAND Bolivars (Bs. 500.000.00). And the shareholder CAROLINA BEATRIZ NAVAS RIVAS, subscribes and pays Five Hundred Shares (500), with a nominal value of One thousand Bolivars (Bs.1.000.00) each one, in other words she puts up the amount of FIVE HUNDRED THOUSAND Bolivars (Bs. 500.000.00).- ------------------------------------

SEVEN: The shareholders will have a preferential right to subscribe the increases in capital, based on the Social Capital they have duly subscribed and paid for, in the event a shareholder has interest in selling the total or part of his shares, he should offer same previously to the other shareholders, and remains in liberty to negotiate with third parties in the event his offer has not been accepted by the other shareholders with a period of Ten (10) days from the date the offer was made. ------------------------------------

CHAPTER III - DIRECTORSHIP, ADMINISTRATION, ASSEMBLIES AND TEMPORARY DISPOSITIONS. ------------------------------------

EIGHT: The company will be administered by a Board of Directors, composed by a President and a Vice-President, which must be Shareholders; will last five (5) years in their positions and may be reelected and continue in their positions until the shareholder is elected. The validity of the general business of the company can be performed with the sole individual signature of any of the members of the Board, these appointments may be revoked at the Assemblies, and new designations may be made. Equally, the Company will have a Commissar [Corporate Financial Advisor]. ---------------------------

NINE: Each member of the Board of Directors, before assuming their positions, must deposit One (01) Share of the Capital of the Company for the purposes established in Article 244 of the Business Code.---

TEN: The Meetings for Assemblies, be it Ordinary as well as Extra-Ordinary, will be called for by the President or the Vice-President.-

ELEVEN: The President and the Vice-President; acting jointly or separately, will be the most ample powers of Administration including the following special dispositions: a) Purchase, sell, negotiate, lease, mortgage, give in payment and receive in payment, give and receive loans with or without mortgage guarantees. b) Open, operate, and close bank accounts, obtain and cancel bank loans. c) Issue, endorse, and accept all class of business documents, grant public or private documents. d) Name the Representative or Judicial Representatives of the Company. e) Appoint and remove personnel and employees of the company, establish their compensation, as well as for special services that were used by the company from third parties. f) Convene on contracts of all types, related to the object of the company. g) Call for and preside over Assemblies. h) Constitute the company in guarantor or endorser of the obligations related with the social object. --

TWELVE: The Commissar of the company will have the attributions as established by the Business Code. Will be appointed at the Ordinary Assembly of Shareholders and will endure a period of Three (3) years in his position or until his successor has assumed the duties of the position. --

THIRTEEN: The General Assembly of Shareholders regularly constituted, represents the whole of the shareholders, and the agreements and resolutions will be binding for all; the Shareholders may have themselves represented at the Ordinary General Assembly of Sharehold-ers by means of a letter Power of Attorney addressed to the President of the company.- --

FOURTEEN: The Ordinary General Assembly of Shareholders will meet within the following Ninety (90) days following the closing of the economic period of the company. The Extra Ordinary General Assembly will meet at any moment, when the President or Vice-President of the Company so disposes, or a number of shareholders that represent at least Forty Percent (40%) of the Social Capital. ------------------

FIFTEEN: The Ordinary as well as Extra-Ordinary Assemblies of Shareholders will be called for by means of a written communication, by letter, telegram, or newspaper, with ten (10) days of notice from the date of such meeting, this call for meeting will indicate the object of the assembly, the day, date, and hour, of the meeting. Any resolution taken with respect to a matter not included in the call for meeting will be void. The requirement of call for meeting will be considered as filled and the Assembly of Shareholders duly constituted, if at the moment of executing same all shareholders are present or represented by their representatives. ---------------------------

SIXTEEN: In order to consider Quorum at Assemblies, Ordinary as well as Extra-Ordinary Assemblies, it is required that at least Sixty Percent (60%) of the Social Capital be represented. ---------------

SEVENTEEN: The General Assembly of Shareholders is the maximum authority of the Company and its attributions include: 1) Approve, modify, and reject the final General Balance Statement for an economic period. 2) Name the Board of Directors and establish their compensation and attributions. 3) Agree to the same of assets of the Company. 4) Agree on the extensions, or dissolution and liquidation of the Company. 5) Pronounce and resolve on any other matter submitted to consideration. --

EIGHTEEN: The attributions of the Extra-Ordinary General Assembly include decisions and resolutions on any matter not provided for and submitted to consideration. -----------------------------------

NINETEEN: The net profits will be distributed in the following manner: 1) Five (5%) Percent will be taken to create a legal reserve fund, until it reaches an amount of not less than Ten (10%) percent of the Social Capital. 2) The remainder will be distributed totally or partially between the Shareholders, under the concept of dividends at the opportunity and form as decided by the Assembly. --------------

TWENTY: On December 31 of each year the accounts will be closed, and then proceed to the preparation of the corresponding balance statement to be presented before the Ordinary General Assembly of Shareholders. The economic period of the company commences on the First (1) of January of each year and finishes on the Thirty First (31) of December of the same year; with the exception of this first period that will commence on the date the present document of constitution is inserted before the Business Registry, and terminates on December Thirty One (31) of this same year. ---

<u>TWENTY ONE</u>: In the event of dissolution and liquidation of the company, should this be the case, will be performed in accordance with the terms established in the current Business Code. ----------------

<u>TWENTY TWO</u>: For all matters not provided for in this document, the dispositions established in the Business Code will prevail. --------

<u>TWENTY THREE</u>: For this first economic period the following appointments were made: President, the Shareholder ALI RAFAEL SALCEDO VILLANUEVA, already identified. As Vice-President, the Shareholder CAROLINA BEATRIZ NAVAS RIVAS, already identified, and as Commissar of the company, citizen MARIA MARGARITA CENTENO FLORES, of age, a public accountant, bearer of I.D. # 2.839.337, C.P.C. [CPA]# 11.632, of local residence.- ---

<u>TWENTY FOUR</u>: The Shareholder ALI RAFAEL SALCEDO VILLANUEVA has been expressly authorized to apply before the respective Business Registry for insertion of the Company, as well as to make publication of same. In Valencia, on March 21, 1996. Signed, Two (2) Illegible signatures. Valencia, March 22, 1996. Signed, ALI RAFAEL SALCEDO VILLANUEVA. Signed, Oly Henriquez de Pimentel. The present is a true and exact copy of the original, the exactness of which I give faith and issue upon request of the interested party on March 15, 1999. Signed, Oly Henriquez de Pimentel, Second Business Registrar of the State of Carabobo. Round rubber stamp with the inscription: Republic of Venezuela, Second Business Registry of the Judicial District of the

State of Carabobo.- ---

.... /////////////////// ....

Citizen, Second Business Registrar of the Judicial District of the State of Carabobo - Your Office.- ---------------------------------

I, Carolina Navas, bearer of I.D. No. V-7.014.762, before you come with due respect to request that I be issued a Certified Copy of the Act of Constitution of the company PROYECTOS Y CONSTRUCCIONES PROYCONSA, S.A., registered under No. 43, Ledger 28-A, dated March 22, 1996. Four (4) Pages. Eight (8) Sides. Valencia, on the date of presentation. Illegible signature. ---------------------------------

Republic of Venezuela, Second Business Registry of the Judicial District of the State of Carabobo. Valencia, March 15, 1999. Years 188 and 140. Having seen the preceding application, conformity has been granted. In consequence, it is ordered to issue a certified copy as requested, also inserting this transmittal and the application. Deliver same. Fees were paid per slip No. 255176. The Second Business Registrar, Oly Henriquez de Pimentel, Second Business Registrar for the State of Carabobo.- Round rubber stamp with the inscription: Republic of Venezuela, Second Business Registry of the Judicial District of the State of Carabobo.- --------------------------------

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This is a true and faithful translation of the original document, written in the Spanish language, and made upon request of the interested party, in faith of which I sign and seal this document today in Valencia, on March 18, 1999.

JUAN M. CUPEN RIVERO
REGISTERED PUBLIC TRANSLATOR

REGISTRO MERCANTIL SEGUNDO

DE LA CIRCUNSCRIPCION JUDICIAL DEL ESTADO CARABOBO

Dra. Oly Henríquez de Pimentel, Registrador Mercantil Segundo de la Circunscripción Judicial del Estado Carabobo. Quien suscribe, Certifica: Que ha confrontado la Copia Fotostática constante de CUATRO (4) folios que a continuación se reproducen y que es traslado fiel y exacto:
ACTA CONSTITUTIVA (FOLIOS 1 al 4) CORRESPONDIENTE A LA SOCIEDAD MERCANTIL " PROYECTOS Y COSNTRUCCIONES PROYCONSA, S.A. " INSCRITA EL 22-03-96 BAJO EL Nº 43 TOMO 28-A++

Que se encuentran agregados al Expediente Nº +++
con Fecha: +++ Certifica: Igualmente por aplicación analógica del artículo 120 de la Ley de Registro Público. Que esta Copia Fotostática ha sido hecha en esta Oficina por el ciudadano: IVON HENRIQUEZ
con Cédula de Identidad Nº 8849838 persona capaz autorizado por mí para hacerla. Y quien, junto conmigo suscribe la presente certificación y cada una de sus páginas.

DRA. OLY HENRIQUEZ DE PIMENTEL
REGISTRADOR MERCANTIL SEGUNDO
DEL ESTADO CARABOBO

SECRETARY OF STATE
99 APR 2 AM 8:35

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 21 AM 8:36

República de Venezuela
REGISTRO MERCANTIL

CUPEN
INTERPRETE
Telef. 688581 - Valencia

M. CUP
INTERPRETE
PUBLICO
Telef. 688581 - Valencia

COLEGIO DE ABOGADOS DEL EDO. CARABOBO
REGISTRO MERCANTIL SEGUNDO

Ciudadano:

Registrador Mercantil Segundo de la Circunscripción Judicial del Estado Carabobo.

Su Despacho._

Yo, ALI RAFAEL SALCEDO VILLANUEVA, mayor de edad, venezolano, casado, Ingeniero Electricísta, de este domicilio, titular y portador de la Cédula de Identidad No. V_3.921.363, procediendo en este acto en mi carácter de PRESIDENTE de la Sociedad Anonima PROYECTOS Y CONSTRUCCIONES PROYCONSA S.A., debidamente facultado para este acto por el Documento Constitutivo_Estatutario de la prenombrada Sociedad, ante usted ocurro muy respetuosamente y expongo: A los fines de su registro, archivo y fijación, acompaño Documento Constitutivo_Estatutario de PROYECTOS Y CONSTRUCCIONES PROYCONSA S.A. y pido se me expida copia certificada del documento que acompaño y de esta participación a los efectos legales pertinentes. En Valencia a la fecha de su presentación.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 21 AM 8:35

REGISTRO MERCANTIL SEGUNDO DE LA CIRCUNSCRIPCION JUDICIAL DEL ESTADO CARABOBO.

VALENCIA, Veintidos (22) DE Marzo DE MIL NOVECIENTOS NOVENTA Y SEIS 185º Y 137º POR PRESENTADA LA ANTERIOR PARTICIPACION CUMPLIDOS COMO HAN SIDO LOS REQUISITOS DE LEY, INSCRIBASE EN EL REGISTRO MERCANTIL SEGUNDO JUNTO CON EL DOCUMENTO PRESENTADO FIJESE Y PUBLIQUESE EL ASIENTO RESPECTIVO: FORMESE EL EXPEDIENTE DE LA COMPAÑIA Y ARCHIVESE ORIGINAL JUNTO CON EL EJEMPLAR DE LOS ESTATUTOS Y DEMAS RECAUDOS ACOMPAÑADOS EXPIDASE LA COPIA DE PUBLICACION. EL ANTERIOR DOCUMENTO REDACTADO POR ABG:MARGARITA NOGUERA

SE INSCRIBE EN EL REGISTRO DE COMERCIO BAJO EL No. 43

TOMO 28-A DERECHOS PAGADOS Bs. REG:5.620-2.400-TF-1[illegible]400,00

SEGUN PLANILLA No. REG:19260-19261-TF-28827 LA IDENTIFICACION SE EFECTUO ASI:

ALI RAFAEL SALCEDO VILLANUEVA CON:C.I.Nº V-3921363

EL REGISTRADOR MERCANTIL SEGUNDO.(FDO)

OLY HENRIQUEZ DE PIMENTEL.

Dra. OLY HENRIQUEZ DE PIMENTEL
REGISTRADOR MERCANTIL SEGUNDO
DEL ESTADO CARABOBO

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OFFICE SECRETARY OF STATE
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JUAN M. CUPEN
INTERPRETE PUBLICO
Telef. 888581 - Valencia - Venezuela

FABRIANO

Dos (2)

Nosotros: ALI RAFAEL SALCEDO VILLANUEVA, Ingeniero Electricista, titular y portador de la Cédula de Identidad No. V_3.921.363 y CAROLINA BEATRIZ NAVAS RIVAS, Ténico Superior en Construcción Civil, titular y portadora de la Cédula de Identidad No. V_7.014.762, ambos venezolanos, casados y de este domocilio, hemos convenido en constituir como en efecto lo hacemos, una Sociedad Anonima que se regirá por las siguientes claúsulas, las cuales han sido redactadas con la suficiente amplitud para que sirvan a su vez de Estatutos Sociales.

CAPITULO I.

DENOMINACION, DOMICILIO, OBJETO Y DURACION DE LA SOCIEDAD.

Primera: La sociedad se denominará PROYECTOS Y CONSTRUCCIONES PROYCONSA S.A.

Segunda: La Sociedad tendrá su domocilio en la ciudad de Valencia, Estado Carabobo, pudiendo establecer sucursales, agencias y oficinas en cualquier lugar del pais o en el exterior, cuando asi lo decidiere la Asamblea de Accionistas.

Tercera: La Sociedad tendrá por objeto la elaboración de proyectos, planos y construcciones civiles, eléctricas, y mecánicas, toda actividad conexa con las anteriores y cualquier otro acto de licito comercio.

Cuarta: La duración de la Sociedad será de veinte (20) años, contados a partir de la fecha de su inscripción en el Registro Mercantil, pudiendose prorrogarse o disminuirse a juicio de la Asamblea de Socios.

CAPITULO II.

CAPITAL SOCIAL Y ACCIONES.

Quinta: El Capital Social es la cantidad de UN MILLON DE BOLIVARES. (Bs 1.000.000,oo), dividido en un mil (1.000) acciones, nominativas y no convertibles al portador, con un valor nominal de UN MIL

Bolivares (Bs. 1.000,oo) cada una de ellas.

Sexta: El capital ha sido integramente suscrito y totalmente pagado según se evidencia en inventario anexo. El Socio ALI RAFAEL SALCEDO VILLANUEVA, suscribe y paga el cincuenta por ciento (50 %) del Capital Social, o sea, suscribe y paga quinientas (500) acciones, con un valor nominal de un mil Bolivares (Bs. 1.000,oo) cada una, o sea, aporta la cantidad de QUINIENTOS MIL BOLIVARES (Bs. 500.000,oo). Y la Socia CAROLINA BEATRIZ NAVAS RIVAS, suscribe y paga el cincuenta por ciento (50 %) del Capital Social, o sea, suscribe y paga quinientas (500) acciones, con un valor nominal de un mil Bolivares (Bs. 1.000,oo) cada una, o sea, aporta la cantidad de QUINIENTOS MIL BOLIVARES (Bs. 500.000,oo).

Séptima: Los Socios tendrán derecho preferente a suscribir los aumentos de capital, sobre la base del Capital Social que tengan debidamente suscrito y pagado, en el supuesto de que un Socio tenga interes en ceder la totalidad o parte de sus acciones, deberá ofrecerlas previamente a los demás Socios, quedando en libertad de negociar con terceras personas en el supuesto de que su oferta no haya sido aceptada por los demás Socios en un término de Diez (10) dias a partir de la oportunidad en que se haya hecho la oferta.

CAPITULO III.

DIRECCION, ADMINISTRACION, ASAMBLEAS Y DISPOSICIONES TRANSITORIAS.

Octava: La Sociedad será administrada por una Junta Directiva compuesta por un Presidente y un Vicepresidente, los cuales deberán ser Socios; durarán cinco (5) años en el ejercicio de sus funciones, pudiendo ser reelectos y seguirán en sus cargos hasta la nueva elección. La validez de los actos propios de la Sociedad podrán realizarse con la firma individual de cualquiera de los miembros de la Junta Directiva, estos nombramientos podrán ser revocados por las Asambleas, y se harán las nuevas designaciones. Igualmente la Sociedad tendrá un Comisario.

Novena: Cada miembro de la Junta Directiva, antes de asumir sus cargos deberán depositar una acción del Capital de la Sociedad para los fines establecidos en el Articulo 244 del Codigo de Comercio.

reunirá dentro de los noventa (90) dias siguientes al cierre del ejercicio economico de la Sociedad. La Asamblea General Extraordinaria se reunirá en cualquier tiempo, cuando asi lo disponga el Presidente o el Vicepresidente, o lo soliciten un número de accionistas que representen al menos el cuarenta por ciento (40 %) del Capital Social.

Decima quinta: Las Asambleas tanto Ordinarias como Extraordinarias se convocarán mediante notificación escrita, por carta, telegrama o prensa, con diez (10) dias de anticipación a la fecha de su celebración, la convocatoria expresará el objeto de la Asamblea, el dia, hora, fecha y lugar de la reunión. Cualquier resolución tomada con respecto a un tema no incluido en la convocatoria será nula. El requisito de la convocatoria se considerará que ha sido cumplido y la Asamblea de Accionistas debidamente constituida, si en el momento de su realización todos los Accionistas están presentes o representados mediante apoderados.

Decima Sexta: Para que haya quorum en las Asambleas tanto Ordinarias como Extraordinarias se requiere que este representado en ella el sesenta por ciento (60 %) del Capital Social.

Decima Septima: La Asamblea General de Accionistas es la máxima autoridad de la Sociedad y sus atribuciones son: 1) Aprobar, modificar e improbar el Balance de fin de ejercicio económico. 2) Nombrar la Junta Directiva y fijarles sus remuneraciones y atribuciones. 3) Acordar la venta de activos de la Sociedad. 4) Acordar las prorrogas, o disolución y liquidación de la Sociedad. 5) Pronunciarse y resolver cualquier otro asunto sometido a su consideración.

Decima Octava: Son atribuciones de la Asamblea Extraordinaria, pronunciarse y resolver cualquier asunto no previsto y que sea sometido a su consideración.

Decima Novena: Las utilidades netas serán repartidas de la siguiente manera: A) Un cinco por ciento (5 %) será apartado para formar el fondo de reserva legal, hasta alcanzar un monto no menor del diez por ciento (10 %) del Capital Social. 2) El remanente se repartirá total

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tres (3)

Decima: Las reuniones para las Asambleas, tanto Ordinarias como Extraordinarias, serán convocadas por el Presidente o el Vicepresidente.

Decima Primera: El Presidente y el Vicepresidente; actuando conjunta o separadamente, tendrán los más amplios poderes de Administración incluyendo las siguientes disposiciones especiales a) Comprar, vender, permutar, arrendar, hipotecar, dar en pago y recibir en pago dar y tener préstamos con o sin garantia hipotecaria. b) Abrir, mobilizar, y cerrar cuentas bancarias, obtener y cancelar créditos bancarios. c) Librar, endosar, y aceptar toda clase de efectos de comercio, otorgar documentos públicos o privados. d) Nombrar el Representante o los Representantes Judiciales de la Sociedad. e) Nombrar y remover el personal y empleados de la Sociedad, fijar sus remuneraciones, asi como por los servicios especiales que fueren prestados a la Sociedad por terceros. f) Celebrar contratos de toda indole, relacionados con el objeto social. g) Convocar y presidir las Asambleas. h) Constituir a la Sociedad en fiadora o avalista de obligaciones relacionadas con el objeto social.

Decima Segunda: El comisario de la Sociedad tendrá las atribuciones que establece el Codigo de Comercio. Será nombrado en la Asamblea Ordinaria de Accionistas y permanecerá en su cargo por Tres (3) años o Hasta que su sucesor haya asumido los deberes a su cargo.

Decima Tercera: La Asamblea General de Accionistas regularmente constituida, representa a todos los Accionistas, sus acuerdos y resoluciones serán obligatorios para todos, los Accionistas podrán hacerse representar en la Asamblea General Ordinaria o Extraordinaria mediante simple carta_poder dirigida al Presidente de la Sociedad.

Decima Cuarta: La Asamblea General Ordinaria de Accionistas se

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20 BOLIVARES

Cuatro (4)

o parcialmente entre los Socios, en concepto de dividendos en la oportunidad y forma en que lo disponga la Asamblea.

Vigesima: El dia treinta y uno (31) de Diciembre de cada año se cortarán las cuentas, se procederá a la elaboración del correspondiente balance para ser presentado ante la Asamblea General Ordinaria de Accionistas. El ejercicio económico de la Sociedad comienza el dia primero (1) de Enero de cada año y termina el treinta y uno (31) de Diciembre del mismo año; con exepción de este primer ejercicio, que se inicia con la inscripción del presente documento constitutivo por ante el Registro Mercantil y terminará el treinta y uno (31) de Diciembre de este mismo año.

Vigesima primera: La disolución yliquidación de la Sociedad llegado al caso se hará con arreglo a los terminos pautados en el Codigo de Comercio vigente.

Vigesima segunda: En todo lo no previsto en este documento se aplicarán las disposiciones previstas en el Codigo de Comercio.

Vigesima tercera: Para este primer ejercicio económico se hacen los siguientes nombramientos: Presidente: el Socio ALI RAFAEL SALCEDO VILLANUEVA, ya identificado. Vicepresidente: la Socia CAROLINA BEATRIZ NAVAS RIVAS, ya identificada, y como comisario de la Sociedad, a la ciudadana MARIA MARGARITA CENTENO FLORES, mayor de edad, contador público, titular de la Cédula de Identidad No. 2.839.337, C.P.C. No 11.632 y de este domicilio.

Vigesima Cuarta: Se autoriza expresamente al Socio ALI RAFAEL SALCEDO VILLANUEVA, para hacer la respectiva participación por ante el Registro Mercantil, así como para realizar la publicación de Ley.

En valencia a la fecha veintiuno (21) de Marzo de mil novecientos noventa y seis.

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COPIA FIEL Y EXACTA DE SU ORIGINAL DE CUYA EXACTITUD DOY FE, CERTIFICO Y EXPIDO A PETICION DE PARTE INTERESADA EN VALENCIA ALOS QUINCE (15) DIAS DEL MES DE MARZO DE MIL NOVECIENTOS NOVENTA Y NUEVE. SEGUN PLANILLA Nº 25 9776

Dra. OLY HENRIQUEZ DE PIMENTEL
REGISTRADOR MERCANTIL SEGUNDO
DEL ESTADO CARABOBO

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ESTADO CARABOBO

RENTA DE TIMBRE FISCAL VALOR: CIENTO CUARENTA Y OCHO BOLIVARES

CA - 98 № 02812096

CIUDADANO

REGISTRADOR MERCANTIL SEGUNDO DE LA CIRCUNSCRIPCION JUDICIAL DEL ESTADO CARABOBO.

SU DESPACHO.-

Yo, **CAROLINA NAVAS**, titular de la Cédula de Identidad No V-7.014.762, ante usted con el debido respeto acudo para solicitar se me expidan una (1) Copia Certificada del Acta Constitutiva correspondiente a **PROYECTOS Y CONSTRUCCIONES PROYCONSA S.A**, inscrita bajo el No 43, tomo 28-A, de fecha 22-03-96.

FOLIOS (4)

CARAS (8)

Valencia a la fecha de su presentación.

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REPUBLICA DE VENEZUELA - REGISTRO MERCANTIL SEGUNDO DE LA CIRCUNSCRIPCION JUDICIAL DEL ESTADO CARABOBO. VALENCIA, Quince (15) DE Marzo DE MIL NOVECIENTOS Noventa y nueve - 188º y 140º Vista la solicitud que antecede se acuerda de conformidad. En consecuencia se ordena expedir la copia certificada solicitada con inserción del presente auto y de la solicitud. Entréguese. Los derechos a arancelarios fueron cancelados según planilla No. 255176

EL REGISTRADOR MERCANTIL SEGUNDO,

República de Venezuela - Registro Mercantil Segundo - Circunscripción Judicial del Edo. Carabobo

Dra. OLY HENRIQUEZ DE PIMENTEL
REGISTRADOR MERCANTIL SEGUNDO
DEL ESTADO CARABOBO

REGISTRO MERCANTIL SEGUNDO - CIRCUNSCRIPCION JUDICIAL DEL EDO. CARABOBO