

# F990000002044

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

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

GENTLEMEN

w99-8315

INCLUDED YOU CAN FIND, APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION 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

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CORPORATION DIVISION

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4/21

APRIL 12, 1999

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

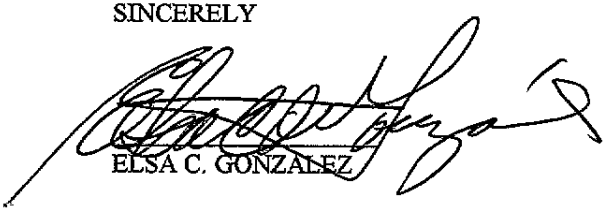
PROYECTOS Y CONTRUCCIONES PROYCONSA, SA  
14261 SW 25TH TER  
MIAMI, FL. 33175

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 CORPORATION



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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**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 4. 20 AÑOS  
(Date of Incorporation) (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: ALL 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

**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 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: \_\_\_\_\_

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)



1 I, JUAN M. CUPEN RIVERO, the undersigned, a Registered Public Trans-  
2 lator of the Republic of Venezuela in the English language, according  
3 to title published in the Official Gazette No. 31.274, dated July 12,  
4 1977, registered at the Principal Office of Official Registrations of  
5 the Federal District under No. 175, Page 98, Ledger No. 2 and also  
6 registered at the Second Civil Court of First Instance of the Judicial  
7 District of Valencia, State of Carabobo on June 28, of 1977, under No.  
8 1, Page 1, Ledger No. 1; HEREBY CERTIFIES: That the document later  
9 described, has been presented to me in the Spanish language for  
10 translation, and converted faithfully into the English language, reads  
11 as follows: -----

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

18 Equally certifies that by analogical application of Article 120 of the  
19 Law of Public Registrations, that this photostatic copy has been  
20 prepared at this office by Ivon Henriquez, bearer of I.D.#8.849.838  
21 a capable person authorized by me to prepare same. And who together  
22 with me has initialled each of the pages. Signed, Ivon Henriquez

23 Signed, Oly Henriquez de Pimentel, Second Business Registrar of the  
24 State of Carabobo. Rubber stamp with the inscription: Republic of  
25 Venezuela, Second Business Registrar, Judicial District of the State  
26 of Carabobo.- -----

27 ..... ////////////////////////////////////////////////////////////////// .....  
28 Citizen, Second Business Registrar of the Judicial District of the  
29 State of Carabobo - Your Office.- -----

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

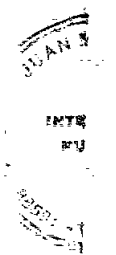
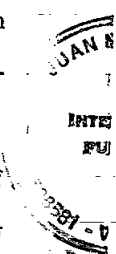
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DIVISION OF REGISTRATIONS  
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31 Electrical Engineer, of local residence, bearer of I.D.# V-3.921.363,  
32 proceeding in this act in my position as President of the Stock  
33 Company PROYECTOS Y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

41 .....  
42 Second Business Registry of the Judicial District of the State of  
43 Carabobo. Valencia, March 22, 1996. Years 185 and 136. Having  
44 presented the preceding documents and in compliance with the  
45 requirements of the Law, register same in the Second Business Registry  
46 together with the documents presented, post and publish with the  
47 respective insertion, form a docket of the company and file the  
48 original together with the statutes and other attachments. Issue a  
49 copy for publication. The preceding document prepared by attorney  
50 Margarita Noguera is registered in the Business Registry under No. 43,  
51 Ledger 28-A. All fees were paid per Slip No. 19260-19261. The  
52 identification was made with I.D.# V-3.921.363, Ali Rafael Salcedo  
53 Villanueva. Signed, the Second Business Registrar, Oly Henriquez de  
54 Pimentel. Round rubber stamp with the inscription: Republic of  
55 Venezuela, Second Business Registry, Valencia, State of Carabobo.- --

56 .....  
57 We, ALI RAFAEL SALCEDO VILLANUEVA, Electrical Engineer, bearer of I.D.  
58 #V-3.921.363 and CAROLINA BEATRIZ NAVAS RIVAS, an Associate in  
59 Sciences, Major: Civil Construction, bearer of I.D. #V-7.014.762, both  
60 Venezuelan, married, of local residence, have convened in the





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

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

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

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

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

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

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

78 FIVE: The Social Capital is the amount of ONE MILLION BOLIVARS, (Bs.  
79 1.000.000.00) divided into One Thousand (1.000) shares, nominal and  
80 non-convertible to the bearer, with a nominal value of ONE THOUSAND  
81 Bolivars (Bs. 1.000.00) each one of them. -----

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

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91 each one, in other words she puts up the amount of FIVE HUNDRED  
92 THOUSAND Bolivars (Bs. 500.000.00).-----  
93 SEVEN: The shareholders will have a preferential right to subscribe  
94 the increases in capital, based on the Social Capital they have duly  
95 subscribed and paid for, in the event a shareholder has interest in  
96 selling the total or part of his shares, he should offer same  
97 previously to the other shareholders, and remains in liberty to  
98 negotiate with third parties in the event his offer has not been  
99 accepted by the other shareholders with a period of Ten (10) days from  
100 the date the offer was made. -----

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

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

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

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

117 ELEVEN: The President and the Vice-President; acting jointly or  
118 separately, will be the most ample powers of Administration including  
119 the following special dispositions: a) Purchase, sell, negotiate,  
120 lease, mortgage, give in payment and receive in payment, give and

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Tel. 58581

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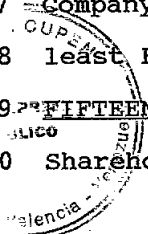
121 receive loans with or without mortgage guarantees. b) Open, operate,  
122 and close bank accounts, obtain and cancel bank loans. c) Issue,  
123 endorse, and accept all class of business documents, grant public or  
124 private documents. d) Name the Representative or Judicial  
125 Representatives of the Company. e) Appoint and remove personnel and  
126 employees of the company, establish their compensation, as well as for  
127 special services that were used by the company from third parties. f)  
128 Convene on contracts of all types, related to the object of the  
129 company. g) Call for and preside over Assemblies. h) Constitute the  
130 company in guarantor or endorser of the obligations related with the  
131 social object. -----

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

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

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

149 FIFTEEN: The Ordinary as well as Extra-Ordinary Assemblies of  
150 Shareholders will be called for by means of a written communication,



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151 by letter, telegram, or newspaper, with ten (10) days of notice from  
152 the date of such meeting, this call for meeting will indicate the  
153 object of the assembly, the day, date, and hour, of the meeting. Any  
154 resolution taken with respect to a matter not included in the call for  
155 meeting will be void. The requirement of call for meeting will be  
156 considered as filled and the Assembly of Shareholders duly consti-  
157 tuted, if at the moment of executing same all shareholders are present  
158 or represented by their representatives. -----

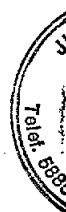
159 SIXTEEN: In order to consider Quorum at Assemblies, Ordinary as well  
160 as Extra-Ordinary Assemblies, it is required that at least Sixty  
161 Percent (60%) of the Social Capital be represented. -----

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

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

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

179 TWENTY: On December 31 of each year the accounts will be closed, and  
180 then proceed to the preparation of the corresponding balance statement





181 to be presented before the Ordinary General Assembly of Shareholders.  
182 The economic period of the company commences on the First (1) of  
183 January of each year and finishes on the Thirty First (31) of December  
184 of the same year; with the exception of this first period that will  
185 commence on the date the present document of constitution is inserted  
186 before the Business Registry, and terminates on December Thirty One  
187 (31) of this same year. -----

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

191 TWENTY TWO: For all matters not provided for in this document, the  
192 dispositions established in the Business Code will prevail. -----

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

200 TWENTY FOUR: The Shareholder ALI RAFAEL SALCEDO VILLANUEVA has been  
201 expressly authorized to apply before the respective Business Registry  
202 for insertion of the Company, as well as to make publication of same.

203 In Valencia, on March 21, 1996. Signed, Two (2) Illegible signatures.

204 Valencia, March 22, 1996. Signed, ALI RAFAEL SALCEDO VILLANUEVA.

205 Signed, Oly Henriquez de Pimentel. The present is a true and exact

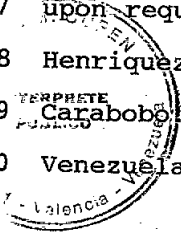
206 copy of the original, the exactness of which I give faith and issue

207 upon request of the interested party on March 15, 1999. Signed, Oly

208 Henriquez de Pimentel, Second Business Registrar of the State of

209 Carabobo. Round rubber stamp with the inscription: Republic of

210 Venezuela, Second Business Registry of the Judicial District of the



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211 State of Carabobo.- -----  
212 ..... //////////////////////////////////////////////////

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

215 I, Carolina Navas, bearer of I.D. No. V-7.014.762, before you come  
216 with due respect to request that I be issued a Certified Copy of the

217 Act of Constitution of the company PROYECTOS Y CONSTRUCCIONES  
218 PROYCONSA, S.A., registered under No. 43, Ledger 28-A, dated March 22,  
219 1996. Four (4) Pages. Eight (8) Sides. Valencia, on the date of  
220 presentation. Illegible signature. -----

221 Republic of Venezuela, Second Business Registry of the Judicial  
222 District of the State of Carabobo. Valencia, March 15, 1999. Years 188  
223 and 140. Having seen the preceding application, conformity has been  
224 granted. In consequence, it is ordered to issue a certified copy as

225 requested, also inserting this transmittal and the application.  
226 Deliver same. Fees were paid per slip No. 255176. The Second Business  
227 Registrar, Oly Henriquez de Pimentel, Second Business Registrar for

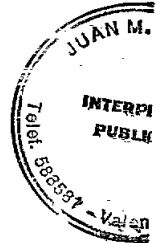
228 the State of Carabobo.- Round rubber stamp with the inscription:  
229 Republic of Venezuela, Second Business Registry of the Judicial  
230 District of the State of Carabobo.- -----

231 136DOC039 -----  
232 This is a true and faithful translation of the original document,  
233 written in the Spanish language, and made upon request of the  
234 interested party, in faith of which I sign and seal this document  
235 today in Valencia, on March 18, 1999.

236  
237  
238  
239



JUAN M. CUPEN RIVERO  
REGISTERED PUBLIC TRANSLATOR



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CLERK OF DISTRICT COURT  
DISTRICT OF CARABOBO  
MAR 21 1999  
9:42 AM



# 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 N° 43 TOMO 28-A+++++

Que se encuentran agregados al Expediente N° +++

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 N° 8849838

persona capaz autorizado por mí para hacerla y quien junto conmigo suscribe la presente certificación y cada una de sus páginas.



*Oly Henríquez de Pimentel*  
OLY HENRIQUEZ DE PIMENTEL  
REGISTRADOR MERCANTIL SEGUNDO  
DEL ESTADO CARABOBO

*Ivon Henriquez*



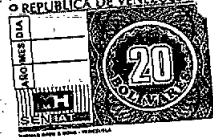


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M. OUF  
INTERPRETE  
PUBLICO  
Tel. 588561 - Valencia



COLEGIO DE ABOGADOS DEL EDO. CARABOBO  
REGISTRO MERCANTIL SEGUNDO-  
Margarita Noguera  
Pl. No. 39218 Operación 001  
H-92 No. 14802158  
Fecha 21-03-96 de 19 Firma

Ciudadano:

Registrador Mercantil Segundo de la Circunscripción Judicial del  
Estado Carabobo.

Su Despacho.

Yo, ALI RAFAEL SALCEDO VILLANUEVA, mayor de edad,  
venezolano, casado, Ingeniero Electricista, 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.

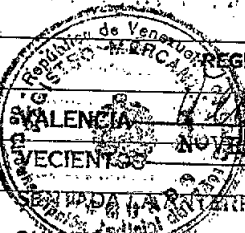
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MARGARITA NOGUERA SANCHEZ  
INDEPENDENCIA  
DIA Y HORA  
21-03-96  
REGISTRO MERCANTIL SEGUNDO-  
Circunscripción Judicial del Estado Carabobo  
Valencia

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REGISTRO MERCANTIL SEGUNDO DE LA CIRCUNSCRIPCION JUDICIAL DEL ESTADO CARABOBO

VALENCIA DE NOVIEMBRE Y SEIS 1852 Y 1372 DE MINUTOS POR PRE

SENTADA LA ANTERIOR PARTICIPACION CUMPLIDOS COMO HAN SIDO LOS REQUISITOS DE LEY INSCRIBASE EN EL REGISTRO MERCANTIL SEGUNDO JUNTO CON EL DOCUMENTO PRESENTADO FUERE Y PUBLIQUESE EL ASIENTO RESPECTIVO: FORMESE EL EXPEDIENTE DE LA COMPANIA Y ARCHIVASE ORIGINAL JUNTO CON EL EJEMPLAR DE LOS ESTATUTOS Y DEMAS RECAUDOS ACOMPAÑADOS EXPIDASE LA COPIA DE PUBLICACION EL ANTERIOR DOCUMENTO REDACTADO POR ABG:MARGARITA NUGUERA

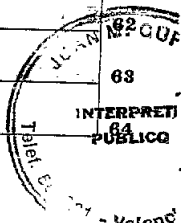
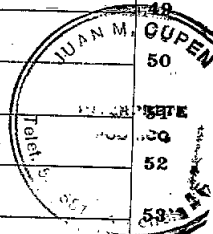
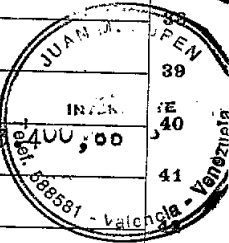
SE INSCRIBE EN EL REGISTRO DE COMERCIO BAJO EL No. 43 TOMO 28-A DERECHOS PAGADOS Bs. REG:5.620-2.400-TP-13.400,00 REG:19260-19261-TP-28827 SEGUN PLANILLA No. LA IDENTIFICACION SE EFECTUO ASI

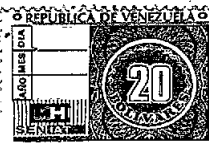
ALL RAFAEL SAIGEDO VILLANUEVA CON:C.I.Nº 11-3921363

EL REGISTRADOR MERCANTIL SEGUNDO. (FDO)

OLY HENRIQUEZ DE PIMENTEL

OLY HENRIQUEZ DE PIMENTEL REGISTRADOR MERCANTIL SEGUNDO DEL ESTADO CARABOBO





Do (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, Técnico Superior en Construcción Civil,

titular y portadora de la Cédula de Identidad No. V 7.014.762, ambos

venezolanos, casados y de este domicilio, hemos convenido en

constituir como en efecto lo hacemos, una Sociedad Anonima que se

regirá por las siguientes cláusulas, 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 domicilio en la ciudad de Valencia,

Estado Carabobo, pudiendo establecer sucursales, agencias y oficinas

en cualquier lugar del país o en el exterior, cuando así 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

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 1.000.000,00), dividido en un mil (1.000) acciones, nominativas

y no convertibles al portador, con un valor nominal de UN MIL

Bolívares (Bs. 1.000,00) cada una de ellas.

Sexta: El capital ha sido integralmente 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 Bolívares (Bs. 1.000,00) cada una, o sea, aporta la cantidad de QUINIENTOS MIL BOLÍVARES (Bs. 500.000,00). 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 Bolívares (Bs. 1.000,00) cada una, o sea, aporta la cantidad de QUINIENTOS MIL BOLÍVARES (Bs. 500.000,00).

Septima: 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 interés 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 días 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 Artículo 244 del Código de Comercio.

reunirá dentro de los noventa (90) días siguientes al cierre del ejercicio económico de la Sociedad. La Asamblea General Extraordinaria se reunirá en cualquier tiempo, cuando así 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 convocarán mediante notificación escrita, por carta, telegrama, prensa, con diez (10) días de anticipación a la fecha de su celebración, la convocatoria expresará el objeto de la Asamblea, día, 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 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



tes (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 garantía 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, así 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 la Sociedad en fiadora o avalista de obligaciones relacionada con el objeto social.

Decima Segunda: El comisario de la Sociedad tendrá las atribuciones que establece el Código 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



Cuatro (4)

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

Vigesima: El día 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 día primero (1) de Enero de cada año y termina el treinta y uno (31) de Diciembre del mismo año; con excepción 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 y liquidación de la Sociedad llegado al caso se hará con arreglo a los terminos pautados en el Código de Comercio vigente.

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

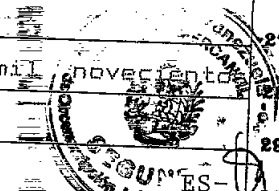
Vigesima tercera: Para este primer ejercicio económico se hacen los siguientes nombramientos: Presidente: el Socio ALI RAFAEL SALCEDO VILLANUEVA, ya identificado. Vicepresidente: la Socia CAROLINA BEATRIZ NAVAS RIVAS, ya identificada, y como comisario de la Sociedad, a la ciudadana MARIA MARGARITA CENTENO FLORES, mayor de edad, contador público, titular de la Cédula de Identidad No. 2.839.337, C.F.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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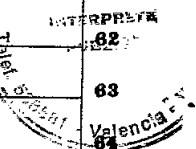
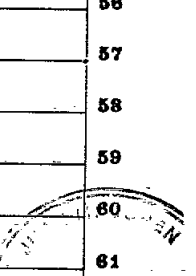
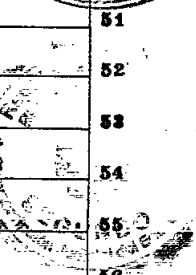
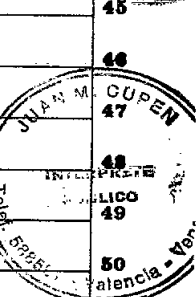
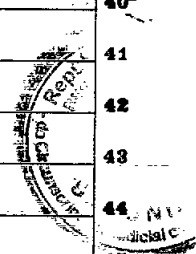
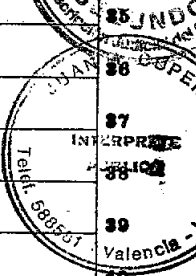
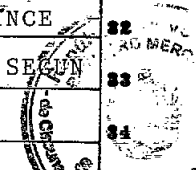
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(15) DIAS DEL MES DE MARZO DE MIL NOVECIENTOS NOVENTA Y NUEVE. SEGUN

PLANILLA N.º



Oly Henríquez de Pimentel  
REGISTRADOR MERCANTIL SEGUNDO  
DEL ESTADO CARABOBO



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CA-98 N° 02812096

CIUDADANO

REGISTRADOR MERCANTIL SEGUNDO DE LA CIRCUNSCRIPCION JUDICIAL DEL  
ESTADO CARABOBO.

SU DESPACHO.-

Yo, CAROLINA NAVAS, titular de la Cédula de Identidad N° 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 N° 43, tomo 2B-A, de fecha 22-03-54.

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.

DE 4a 30 DE MIL NOVECIENTOS NOVENA.

7 mayo - 1889 140 Vista la solicitud  
que antecede se acuerda de conformidad. En conse-  
cuencia se ordena expedir la copia certificada solicitada  
con inserción del presente auto y de la solicitud. Entré-  
guesse. Los derechos a cancelar fueron cancelados as-  
gún planilla N° 255176

REGISTRADOR MERCANTIL SEGUNDO.



OLY HENRIQUEZ DE PIMENTEL  
REGISTRADOR MERCANTIL-SEGUNDO  
DEL ESTADO CARABOBO

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