

F99000005849

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: ESTACION DE SERVICIO LA TINAJA DE LARA, C.A., Venezuela corporation
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Erik C. Larsen

(Name of Person)

(Firm/Company)

243 W. Park Avenue, Ste. 201

(Address)

Winter Park, FL 32789

(City/State/Zip)

FILED
DIVISION OF CORPORATIONS
99 NOV -8 PM 2:00

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*****70.00 *****70.00

Should you need to call someone concerning this matter, please call:

Erik Larsen

(Name of Person)

at (407) 647-2011

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

W99-25053

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 1, 1999

ERIK C. LARSEN
243 W. PARK AVE. STE 201
WINTER PARK, FL 32789

SUBJECT: ESTACION DE SERVICIO LA TINAJA DE LARA, C.A.
Ref. Number: W99000025053

We have received your document for ESTACION DE SERVICIO LA TINAJA DE LARA, C.A. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 399A00052167

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
NOV - 8 PM 2:00

ERIK C. LARSEN, P.A.
ATTORNEY AND COUNSELLOR AT LAW

243 WEST PARK AVENUE
WINTER PARK FLORIDA 32789

TELEPHONE (407) 647-2011
FACSIMILE (407) 644-7045

November 5, 1999

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

Re: Estacion de Servicio la Tinaja de Lara, C.A.
Ref. No. W99000025053

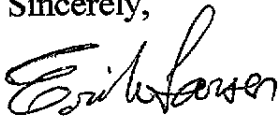
Gentlemen:

Pursuant to your request for a translation of the name of the captioned foreign corporation, the name can be translated into English as:

The Tinaja of Lara Service Station, Anonymous Corporation

We trust that with this information you will be able to complete the filing for the captioned corporation.

Sincerely,



Erik C. Larsen

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
NOV 5 1999 - 0 PM 2:00

**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. ESTACION DE SERVICIO LA TINAJA DE LARA, 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. 59-3599240

(FEI number, if applicable)

4. May 21, 1992

(Date of incorporation)

5. perpetual

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

6. September 1, 1999

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

7. 1094 West State Road 436

Altamonte Springs, FL 32714

(Current mailing address)

8. sales and service related to gasoline sales and convenience store.

(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: Sam Solis

Office Address: 1094 West State Road 436

Altamonte Springs

32714

Florida,

(Zip code)

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STATE
SECRETARY OF
CORPORATIONS
MAY - 8 PM 2:00

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)

Sam Solis

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)

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

Chairman: Gomez, Jose R.

Address: 1094 West State Road 436
Altamonte Springs, FL 32714

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

99 NOV - 8 PM 2:00
FEDERAL BUREAU OF INVESTIGATION
DIVISION OF CORPORATIONS

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

President: Gomez, Jose R.

Address: 1094 West State Road 436
Altamonte Springs, FL 32714

Vice President: _____

Address: _____

Secretary: Solis, Sam

Address: 1094 West State Road 436
Altamonte Springs, FL 32714

Treasurer: _____

Address: _____

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. _____

Sam Solis, Secretary

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

 **ALIRIO A. ESCALONA**
Certified Translator
Barquisimeto, Venezuela

TRANSLATION

I, **ALIRIO A. ESCALONA**, identification card #2536882, government certified English language translator in and for the Republic of Venezuela as evidence by license issued by the Ministry of Justice published in official Gazzete No.31892 dated 28 December, 1979, duly recorded at the Hall of Records of the Federal District on 29 November, 1979, under No.225, folio 129, Book 3, and at the First Court of common pleas of the city of Barquisimeto, State of Lara on 4 December, 1979, having my name duly recorded at the consulate General of the United States of America in Caracas, DO HEREBY CERTIFY that the following is a true and faithful translation into English of the annexed document written in Spanish:

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
NOV - 8 PM 2:00

FIRST REGISTRY OF COMMERCE OF THE LARA STATE JUDICIAL DISTRICT

Bs1800 in revenue stamps.

I, **VLADIMIR S. ALVARADO RODRIGUEZ**, registrar of commerce of Lara State judicial District, do hereby certify that I have compared the copy consisting of eight (8) pages with the minute of the stockholders meeting filed in this Registry under No 38, Book 9-A dated 05/21/92 further, that in accordance with application of article 120, of the public registry law the copies were prepared by Herminia Colmenarez, identity card No 4.412.922 a duly authorized officer to perform such act.

There has been affixed a circular rubber stamp in black ink reads as follows. "Republic of Venezuela- First Registry of Commerce of the Lara State judicial District"

(Illegible signature) Vladimir S. Alvarado Rodriguez
Lara State Mercantile Registrar.



Escalona

 **ALIRIO A. ESCALONA**
Certified Translator
Barquisimeto, Venezuela

FILED
SECRETARY OF STATE
DIVISION OF REGISTRATIONS
99 NOV -8 PM 2:00

Honorable
Registrar of Commerce of the Lara State judicial District
Barquisimeto

I, José Elias Jreissati Saghbini, a Venezuelan citizen of legal age, holder of identity card No 12.022.319 domiciled in this city Barquisimeto, Lara State being in this act as a President of the company Estación de Servicio La Tinaja de Lara C.A, respectfully I come to you in order to get your enrollment at the Registry and also all the instruments that are needed that justify the social capital and procedures that must be follow. Once registered all these statutes at the registry which are on your digny charge I request a certifiable copy of them to be publish. Participation that I am doing for legal purposes.
In the city of Barquisimeto, on the date first written above.

(illegible signature)



 **ALIRIO A. ESCALONA**
Certified Translator
Barquisimeto, Venezuela

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 NOV -8 PM 2:00

REGISTRY OF COMMERCE OF THE LARA STATE JUDICIAL DISTRICT

At Barquisimeto, this twenty first (21) day of May of the year one thousand nine hundred ninety two, years 182nd and 133rd. Let this notification be posted and published and let this be filed in this Registry of Commerce. This copy is issued for publication purposes. The foregoing document was prepared by attorney Juan Raad Alvarez and was recorded under No38, volume 9-A. It caused rights for Bs 1200, voucher No 8452. The above named person was duly identified as José Elias Jreissati Saghbini identity card number 12.022.319.


(Illegible signature)

Lara State Registrar of Commerce Ana Celina Iglesias de Neves

(Seal)



Escalona

 **ALIRIO A. ESCALONA**
Certified Translator
Barquisimeto, Venezuela

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 NOV -8 PM 2:00

We, Mathilda Saghbini de Jraissati holder of identity card No 7.379.348, José Elias Jreissati Saghbini with ID No 12.022.319 and Joseph Elias Jreissati Mutran with ID No 6.061.963; Venezuelan citizens of legal ages domiciled in this city Barquisimeto, Lara State we have decided to enroll a corporation which is an anonymous Corporation that it will follow the conditions that are immediately be mention:

First.- The official name of the anonymous Corporation will be Estación de Servicio La Tinaja de Lara C.A

Second.- The Corporation is located in Barquisimeto, Lara State, but also it can be set in other place either inside or outside of the country of Venezuela following the procedures that are needed.

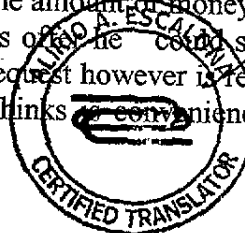
Third.- The Principal object of this corporation is everything that concerns about service, business, selling gasoline, lubrication of either heavy or light machines, selling supplies, mechanics, and also other commercial activities that could be or not related with the principal object.

Fourth.- The length of the corporation is 30 years starting today and it will continue by terms for the same amount of time unless the stockholders change their decision.

Fifth.- The Social capital is one million bolivares (1,000,000.00) which is completely paid by stockholders in this way:

The Stockholder José Elias Jreissati Saghbini paid eight hundred stocks (800) which value is one thousand bolivares (1,000) each the net amount is eight hundred thousand bolivares (Bs 800,000.00). The stockholder Mathilda Saghbini de Jraissati who paid one hundred (100) stocks which value was one thousand bolivares each (Bs 1,000.00) gives us a total of one hundred thousands bolivares (Bs 100,000.00). The stockholder Joseph Elias Jreissati Mutran paid one hundred stocks (100) at the same value each (Bs 1,000) that means that he paid one hundred thousands bolivares (Bs 100,000.00). Selling, trading stocks would be done by the stockholders using documents that makes legal the transaction.

Sixth.- If any stockholder wants to sell some or all of his stocks while the corporation is still on its length he must participate his decision to the general meeting of stockholders and give them an estimate price of the stocks that are going to be sold, the stockholders will have ninety days (90) to give a response for the amount of money offered. When the ninety days passed and the stockholders approve his offer he could sell his stocks at the same price that he request to the assembly. If the request however is refused in the meeting. The seller could sell his stocks at the price he thinks is convenient using a document that



shows authenticity of the act of selling stocks and then set the transaction on the stockholders' book.

Seventh.- The maximum authority of the corporation is the general meeting of stockholders which could be ordinary or Extraordinary. The Ordinary meeting will take place by the sixty days (60) after the economic close and the Extra ordinary meeting will be when any of the stockholders request for it.

In both cases the stockholders will receive a telegram that will say the day, place, time and purpose of the meeting, the congregation will take value if 51% of the social capital is present. All decisions that are taken on the meeting are obliged to follow by the stockholders even if some of them were upsent. The stockholder could make their vote by mail if he wants with his signature that shows that the process is legal. Any other person even a lawyer can not signed. The presence of all stockholders that means, the all social capital refuse any reunion.

Eighth.- The economic activity will start the first day of April of each year and will finish in March 31 of the same year except the date of the first economic beginning that will start counting since the date of commerce registration.

Ninth.- If in the stockholders meeting they decide to invest more capital in the corporation the stockholders must have an adjust equivalent capital that will depend on the quantity of stocks that now belong to them.

Tenth.- The administration of the company will be lead by a president, first vice president, and a second vice president who are stockholders and they will stay on that charge for five years. They could be reelected in the general stockholders Assembly. It is understood that if one of the members of the presidency has not renounced or removed in those five years; All these members will have automatically been reelected for the next five years. They can be either stockholders signer or not.

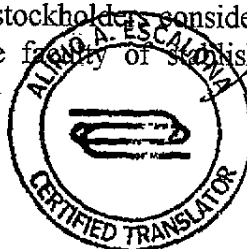
Eleventh.- The duties of the members of the directive are now being follow:

- a) Call for extraordinary or ordinary meetings.
- b) Lead directive meetings.
- c) Represent legally the corporation whereas might be either private or public documentation, administration and belonging.
- d) Register any private or public document.
- e) They could take out, mortgage, sell, rent and receive belongings of the company.
- f) To accept, to endorse, to discount letters or any other credit.
- g) Give power to natural people or people who work with justice either or not lawyers.

Twelfth.- Yearly, the corporation will make an inventory of everything that was spent in that year enclosing mercantile usage and customs. The utilities will be dividing in portions:

- a) 5% of the utilities of the social capital until get 10% for legal purposes.
- b) Another percent for the members of the corporation
- c) Paying of taxes and other contributions that can not be avoid and also general expenses.
- d) Amount of money that the presidency or the general assembly think is necessary to keep. That capital will be distribute between the stockholders considering their participation in the corporation and the presidency has the faculty of establish how much money the shareholder will receive.

99 NOV 8 PM 2:00
DIVISION OF CORPORATIONS
FEDERAL STATES
SECRETARY OF CORPORATIONS



ALIRIO A. ESCALONA

Certified Translator

Thirteenth. The administrator will be Mrs. Iris Mariela Coronado Contreras Venezuelan citizen, domiciled in this city Barquisimeto with legal age holder of the Id No 7,390,251 registered at the administrators school under No 13.802.

Fourteenth. For the beginning of the corporation the president of the company will be Mr. José Elias Jreissati Saghbini, as a first vice president Mrs. Mathilde Saghbini de Jraissati and as a second vice president Joseph Elias Jreissati Mutran.

Fifteenth. Everything that is not written on here will be lead by law.

Sixteenth. The president is being authorized to enter this document at Mercantile registration in order to get its enrollment and follow legal management. Barquisimeto 15 April, 1992.

(Illegible signature)

Receive: 09/28/99

Returned: 10/01/99

Fees: 13,791 Bs

Voucher: 15230

Signature (illegible)

The foregoing is a true and correct translation into English of the annexed hereto document in witness whereof y hereto set my official seal in the city of Barquisimeto, Venezuela, this fourteenth day of October 1999.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV - 8 PM 2:00



Escalona