M06000001338

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies ________ Certificates of Status ________

Special Instructions to Filing Officer:

3/3 FOR LC

Office Use Only

700065822027

03/03/06--01003--005 **125.00

FILED
06 MAR -3 PM 1:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

M. HODGES

FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 20, 2006

TRANSWORLD TRADER LLC
1413 ST GABRIELLE LN #3606
WESTON, FL 33326

SUBJECT: TRANSWORLD TRADER LLC
Ref. Number: W06000008414

We have received your document for TRANSWORLD TRADER LLC, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for $125.00.

Complete number 9 of the application, name and address of manager/managing member.,

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 306A00011917

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Transworld Trader LLC
(Name of Foreign Limited Liability Company)

2. Municipio Autonomo Maracaibo.
(Jurisdiction under the law of which foreign limited liability company is organized)

3. ______________________
(FEI number, if applicable)

4. 6-18-1998
(Date of Organization)

5. 50 years
(Duration: Year limited liability company will cease to exist or "perpetual")

6. ______________________
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 5623 NW 189th ST
Opalocka FL 33055
(Street Address of Principal Office)

06 MAR -3 PM 1:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED

8. If limited liability company is a manager-managed company, check here ☑

9. The name and usual business addresses of the managing members or managers are as follows:

Janitza MENDEZ

5623 NW 189th ST

Opalocka Fl, 33055

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Supply and Servics of Material and Equipment. Import and Export.

[signature]

Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Aura Elena Suarez

Typed or printed name of signee

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

TRANSWORLD TRADER LLC

2. The name and the Florida street address of the registered agent and office are:

Janitza MENDEZ
(Name)

5623 NW 189th ST
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Opalocka FL 33055
City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

(Signature)

$ 100.00	**Filing Fee for Application**
$ 25.00	**Designation of Registered Agent**
$ 30.00	**Certified Copy (optional)**
$ 5.00	**Certificate of Status (optional)**

THIS IS THE TRANSLATION OF A DOCUMENT WRITTEN IN SPANISH AND PRESENTED TO THE UNDERSIGNED FOR ITS TRANSLATION INTO ENGLISH.

BOLIVARIAN REPUBLIC OF VENEZUELA
MINISTRY OF JUSTICE AND THE INTERIOR
FIRST OFFICE OF COMMERCIAL CONCERNS
OF THE JUDICIAL CIRCUMSCRIPTION OF ZULIA STATE

THE UNDERSIGNED, DR. A. MINERVA ANDRADE RODRIGUEZ
FIRST COMMERCIAL REGISTRAR OF THE JUDICIAL CIRCUMSCRIPTION
OF ZULIA STATE,

Certifies: That she has compared the photocopy consisting of five pages, which is reproduced below, and that it is a true and exact copy of the **INCORPORATION AGREEMENT,** corresponding to the company **TRANSWORLD TRADER, C.A.**

which were attached to File No. 59967 of June 15, 1998.

She also certifies, that by analogical application of Article 119 of the Law of Public Registration, that his copy was made in this office by the citizen, **CARMEN HIGUERA,** with identity card No. 392476310, an able person, authorized by me to make it and who, together with me, signs this certification and each of its pages.

/illegible rubber stamp/
/illegible signature/

Zulia State
Timbre Paper

97 – 4509021

Rubber Stamp
Received: JUNE 11, 1998
Fees: 125-900-27F B1300
Issued: 06-18-98
Typist: [blank]
Approved: /illegible/

TO THE
MERCANTILE REGISTRAR
ZULIA STATE JUDICIAL CIRCUIT
BY HAND.

Rubber Stamp: THE FIRST MERCANTILE REGISTRY, ZULIA STATE JUDICIAL CIRCUIT

I, JACKIE EMILIA CHIRINOS, a Venezuelan national, of legal age, marital status married, a secretary by profession, bearer of Venezuelan ID Card No. 11.299.184, domiciled in Maracaibo, sufficiently empowered for these proceedings in conformity with Clause 21 of Company Bylaws, before you, duly respect, I depose as follows:

I am filing an original of company bylaws in three (3) pages in order that compliance with legal requirements be determined and same be ordered filed on the Commercial Registration under your care and in order for you to issue a certified copy to me, as well as of this writ and the writ issued by this office.

(Signed) Jackie Chirinos Lugo

[Venezuelan Coat of Arms]

VENEZUELAN COAT OF ARMS
MINISTRY OF JUSTICE
THE FIRST MERCANTILE REGISTRY
IN THE ZULIA STATE JUDICIAL CIRCUIT

Maracaibo, June 15, 1995 (years 188 and 139). The preceding participation was filed in this office. This application meets all legal requirements and, therefore, it is ordered recorded in the Mercantile Registry, together with the instrument presented: said instrument is to be affixed and published in the respective entry: a file is to be opened for the company and the original is to be filed, together with a copy of the company Bylaws and all other accompanying documents. A copy of the publication notice is to be issued. The preceding instrument was written by Dr. ADA FLOREZ FUENMAYOR. Commercial Registration Number is 67 – VOLUME 34-A. Fees paid: 61300.00 Bs, as per Voucher RM N. 18595. SENIAT N. 380245, for 140700.00 Bs. Identification was performed as follows: JACKIE CHIRINOS, C.I. No. 11.299.184.
THIS INSERTION AND ISSUANCE WERE DONE IN ADVANCE DUE TO A JUSTIFIED EMERGENCY, AS PER ARTICLE 31 OF TARIFF LAW.

/ILLEGIBLE RUBBER STAMO/
(Signed) MINERVA ANDRADE RODRIGUEZ
The First Mercantile Registrar

THIS PAGE IS THE PROPERTY OF:
TRANSWORLD TRADER. C.A.
CON/ 5 GOY

/illegible signature/ Zulia State Timbre Paper

The Zulia College of Attorneys. Document: 00442652. HQ. Date: 06/10/1998 – Time: 2:39 pm. Attorney: 001285 (135231) FLORES FUENMAYOR ADA. Cash Register: 0103(039921) 00181293
Bs: 222500.00 – Code: EDJMKLSLBLXE
97-4509025

/illegible signature/

We, WILSON JOSE FLORES ROMERO and JACKIE ELIMILA CHIRINOS LUGO, Venezuelan nationals, of legal age, bearers of Venezuelan ID Cards No. 7.86.853 and 11.299.184, respectively, domiciled in this city and autonomous town of Maracaibo in Zulia State, stated the following by this instrument: On this date, we have resolved to organize and we do, in fact, formally organize a Business Company, under the form of a Stock Company, which shall be ruled by Venezuelan law and, fundamentally, by the Commercial Code and the clauses below, which have been written with sufficient amplitude to serve, at the same time, as Company Bylaws.

TITLE I
COMPANY NAME, DOMICILE, OBJECTIVE AND DURATION

CLAUSE ONE: The company name is: "TRANSWORLD TRADER, C.A."
CLAUSE TWO: The company shall be headquartered in Maracaibo, Zulia State. It shall open branches, agencies, offices or any other dependencies, regardless of their characters, anywhere in Venezuela or abroad. CLAUSE THREE: The company shall be in the business of providing and servicing electrical materials and equipment, electronic instruments, industrial laboratories, petrochemical, oil and textile. General import and export. In sum, the company shall engage in any licit trade activity, whether or not related to the company's main objective. CLAUSE FOUR: Company duration shall be fifty (50) years from the date in which these bylaws are registered with the Zulia State Circuit Mercantile Registry, unless otherwise an extension or early dissolution is resolved upon by the General Stockholders' Meeting.

TITLE II
STOCK CAPITAL AND SHAREHOLDERS

CLAUSE FIVE: Company capital shall be THE MILLION BOLIVARES (Bs. 10,000,000.00), which will be divided in TEN THOUSAND (10,000) shares, each with a nominal value of ONE THOUSAND BOLIVARES (Bs. 1,000.00). The shares have been wholly subscribed and paid up by Shareholders, as stated in the attached Opening Statement. CLAUSE SIX: The following shareholders hold the number of shares listed below: WILSON JOSE FLORES ROMERO has subscribed and paid up NINE THOUSAND NINE HUNDRED NINETY-NINE shares (9,999) for the nominal value of ONE THOUSAND BOLIVARES each (Bs. 1,000.00), for a total of NINE MILLION NINE HUNDRED NINETY-NINE THOUSAND BOLIVARES (Bs. 9,999,000.00) and shareholder JACKIE EMILIA CHIRINOS LUGO has subscribed and paid up one (01) share at a nominal value of ONE THOUSAND BOLIVARES (Bs. 1,000.00) for a total of ONE THOUSAND BOLIVARES (Bs. 1,000.00). CLAUSE SEVEN: All shares are of equal value and grant shareholders same rights and obligations. Shareholders shall have a preferential right to purchase the shares that other shareholders are willing to sell or transfer. A shareholder who is willing to sell or transfer shares shall inform the Board of Directors, which shall immediately notify shareholders of this fact and the latter shall be given ten days during which to exercise their preferment rights. Once this period is past, a selling shareholder is free to sell them to any buyer of his own choosing, unless the Board of Directors objects on serious grounds, about refusing to accept the buyer proposed by seller. Likewise, whenever an increase in company capital is resolved, shareholders shall have preferment rights to purchase the new emission of shares. Their right to purchase company shares shall be prorated to the number of shares they hold. CLAUSE NINE: Ownership of company shares is demonstrated by their registration in the company's Registry of Shareholders. The transfer of shares shall be through a statement, recorded in said Registry and signed by seller, buyer and company directors. CLAUSE NINE: Company shares shall be indivisible. Only one shareholder per share shall be recognized. Shares grant their owners equal rights and each share represents one vote during sessions of the Stockholders' Meeting.

TITLE III

CLAUSE TEN: The General Stockholders' Meeting's deliberations shall be the supreme and standard-setting rules of the company, which shall have the powers granted under the law and by this instrument. Sessions shall be either Ordinary or Extraordinary. All sessions shall be held after been duly called by written notice, given at least five (05) in advance, at the time and place indicated by any Director. CLAUSE ELEVEN: The General Stockholders' Meeting shall hold and Ordinary session once a year, or, whenever necessary for company interest, as requested by any company Director, or when requested by a number of stockholders representing at least twenty per cent (20%) of company shares. CLAUSE TWELVE: All decisions validly taken by the General Stockholder's Meeting hold company resources and company rights inviolate, as provided for in law. CLAUSE THIRTEEN: The following are powers of the General Stockholders' Meeting, and, in particular, of Ordinary sessions: a. Examine, in order to approve or reject, after consideration of trustee's report, the Statement of Operations, the Balance Sheet and the Report on Company Condition, to be submitted by the Board of Directors every year.- b. Appoint company Directors. – c. Appoint the Company Trustee. – d. Examine and decide about any amendment to this organizing document. – e. All other matters, as expressly indicated by the law and this document.

TITLE IV
OF COMPANY MANAGEMENT

CLAUSE FOURTEEN: Company management and administration shall be assigned to one (01) President and one (01) Vice President, who shall be appointed by the General Stockholders' Meeting. They shall be appointed for five (05) year terms and shall remain in their positions until they serve for a full term or are replaced. CLAUSE FIFTEEN: The Company President shall enjoy the widest possible powers for the administration and disposition of company goods, among others, these: Represent the company, in and out of court. He shall be entitled to granting general or special powers of attorney, execute or authorize any other document, representations or requests, perform and enforce the resolutions of the General Stockholders' Meeting, perform all manner of exchange operations, open, activate and close bank accounts, execute transactions, execute and collect valuations, hire company employees and assign salaries to them, propose profit-sharing plans to the General Stockholders' Meeting and provide the latter with company performance, appoint judicial representatives with all the powers that he deems necessary, including those of desisting, settling, desisting and, in sum, he shall execute all manner of acts and contracts that are either useful or desirable for company development and progress. CLAUSE SIXTEEN: The President shall deposit five (05) shares of his ownership with the Company Treasurer as collateral of the function he is to perform, as per Article 244 of the Venezuelan Commercial Code. CLAUSE SIXTEEN: The President shall deposit five (05) shares of his ownership with the Company Treasurer as collateral of the function he is to perform, as per Article 244 of the Venezuelan Commercial Code. CLAUSE SEVENTEEN: The company shall not issue bonds to any persons, either natural or legal. If necessary, a session of the General Stockholders' Meeting, called for this purposes, shall resolve on such matters and will vote to either approve or reject the request. CLAUSE EIGHTEEN: The company accounting period starts on the date in which these Minutes are recorded in the Zulia State Circuit Mercantile Registry and shall close on December 31 of every year. After the accounting period is closed, the company shall proceed to prepare the Annual Balance Sheet and Inventory, which the Directors shall make available to the Trustee, together with the Statement of Earnings and Losses as of December 31. Five per cent (5%) of company net earnings shall be deposited into a Legal Reserve Fund, which shall be opened pursuant to Article 262 of the Commercial Code. Taxes shall be paid out of net earnings and the General Stockholders' Meeting shall decide on the rest, if any. It shall be possible to propose the creation of a provision and reserve fund, with a charge to earnings, and, in the case of a cumulative deficit, earnings shall not be used to cover such a deficit and the surplus, if any, shall be used as decided by the General Stockholders' Meeting, which shall hold a session in March of every year,

TITLE V
OF THE TRUSTEE

CLAUSE NINETEEN: General Stockholders' Meeting shall appoint a Trustee, who will report to the General Stockholders' Meeting about the Balance Sheet and the accounts submitted by Company Directors. The Trustee shall have an unlimited right to inspect and watch company operations, as well as company accounts, correspondence and books. He shall watch over compliance by the Directors, the obligations given him by the law and this document. The Trustee shall serve for a ten (10) year term. He may or may not be reelected. In any case, the Trustee shall serve until replaced.

TITLE VI
OF COMPANY LIQUIDATION

CLAUSE TWENTY: Should the company be liquidated or terminated, liquidation shall be in the hands of Directors and the General Stockholders' Meeting,. If deemed proper, one or several receivers shall be appointed, who, together with the Directors, will form the Liquidation Board. The latter shall have the widest possible powers to proceed with company liquidation, the sale of company assets, the payment of its obligations and distribution of remainder, if any.

TITLE VIII
FINAL DISPOSITIONS

CLAUSE TWENTY-ONE: The General Stockholders' Meeting has appointed WILSON JOSE FLORES ROMERO as Company President and JACKIE EMILIA CHIRINOS LUGO as Company Vice President. ISIDRO CONTRERAS, C.P.A. has been appointed Company Trustee, who is the bearer of Venezuelan ID Card No. 4.642.978. His College of Public Accountants Registration Number is C.P.C. 22533. JACKIE CHIRINOS, bearer of Venezuelan ID Card No. 11.299.184 is sufficiently authorized to make the respective filing before the corresponding Mercantile Registry.

(Signed) Wilson Jose Flores Romero
(Signed) Jackie Emilia Chirinos Lugo

The undersigned hereby states for the record that the preceding five (05) photocopies are true and correct copies of the document filed under number 59967, which are issued in Maracaibo on JANUARY 5, 1999. This record was requested by: JACKIE CHIRINOS, as per Voucher No. 26754.

Rubber Stamp: THE FIRST MERCANTILE REGISTRY
The First Mercantile Registrar
(Signed) DRA. MINERVA ANDRADE RODRIGUEZ

[Venezuelan Timbre Stamps: 2,300 Bolivares]

I, Maria Mercedes Patterson certify that I am competent in the English and the Spanish languages and have translated the foregoing document to the best of my knowledge and ability.

Maria Mercedes Patterson

MARIA MEJIA PATTERSON
Certified Translator

State of Florida
County of Miami-Dade

Signed before me on February 4 2006 by Maria Mercedes Patterson, personally known to me.

Ramiro Angulo
Notary Public, State of Florida

Notary Public State of Florida
Ramiro Angulo
My Commission DD359910
Expires 10/04/2008

THIS IS THE TRANSLATION OF A DOCUMENT WRITTEN IN SPANISH AND PRESENTED TO THE UNDERSIGNED FOR ITS TRANSLATION INTO ENGLISH.

BOLIVARIAN REPUBLIC OF VENEZUELA
MINISTRY OF JUSTICE AND THE INTERIOR
FIRST OFFICE OF COMMERCIAL CONCERNS
OF THE JUDICIAL CIRCUMSCRIPTION OF ZULIA STATE

THE UNDERSIGNED, ATTORNEY YAZMIN ROMERO DE ROMERO
FIRST COMMERCIAL REGISTRAR OF THE JUDICIAL CIRCUMSCRIPTION OF ZULIA STATE,

CERTIFIES

That the recordof the Commercial Registration transcribed below, which original was recorded in Volume 55A Number 80 of the year 2005, as well as the participation, note and document which are copied below, are true transcriptions of their originales, which have the following tenor:

THIS FOLIO BELOINGS TO:
TRANSWORLD TRADER, C.A.
30/SER

Seal:
Received: September 6, 2005
1.608.828.
Fees: 242,000
Offered: 09/13/2005
Approved by: Illegible

FIRST REGISTRAR OF FINANCIAL CONCERNS OF THE JUDICIAL CIRCUMSCRIPTION OF ZULIA STATE

I, Lerida de la Torre, Venezuelan, of legal age, practicing attorney, registered in the Institute for Attorneys' Retirement Fund (INPREABOGADO) under No. 73520, with personal identity card No. V.8.501.825 and domiciled in Zulia State, amply authorized by the Special Stockholders Meeting of the commercial company **TRANSWORLD TRADER, C.A.** on August 30, 2005, a company duly registered before this Office of Commercial Concerns of this Judicial Circumscription on June 15, 1998, recorded under No. 67, Volume: 34-A, appear before you, in order to present these Minutes of the Meeting, and to post a copy of the registration in the Hall of this Office and later to be attached to the Company's file.

I ask the Registrar, that prior compliance of the legal proceedings, to issue me a certified copy of the corresponding record for pertinent purposes.

In Maracaibo, on the true date of its presentation.

(Signature) Illegible
Lerida de la Torre
INPRE # 73520

Affixed to the back of the document are eight Venezuelan stamps for Bs.1.000 each.

BOLIVARIAN REPUBLIC OF VENEZUELA
MINISTRY OF JUSTICE AND THE INTERIOR
FIRST OFFICE OF COMMERCIAL CONCERNS
OF THE JUDICIAL CIRCUMSCRIPTION OF ZULIA STATE

Maracaibo, September 16, 2005 (195 and 146), the preceding participation was presented by its **SIGNER,** for its registration in the Office of Commercial Concerns, posting and publication. Make it as required and add original to the Company file together with the attached documents. Give the publication copy. The preceding document was prepared by D. Lerida de la Torre, and registered in the Registry of Commerce under No. 80 Volume 55-A. Fees paid: Bs. 242000 According to form RM N. 121395, Bank No. 4411. For Bs. 1608828.00. Identification was made as follows: Lerida de la Torre, ID No. 4539958.

Signed: Attorney Yazmin Romero de Romero
First Commercial Registrar

THIS PAGE BELONGS TO:
TRANSWORLD TRADER, C.A.
MOD/30/SER

Lerida de la Torre Alvarez
Attorney
INPREABOGADO NO. 73520
College No. 6617
Illegible signature

MINUTES OF SPECIAL BOARD MEETING OF STOCKHOLDERS OF THE COMMERCIAL COMPANY "TRANSWORLD TRADER, C.A." HELD ON AUGUST 30, 2005. On August 30, 2005 in the facilities of the Commercial Company **TRANSWORLD TRADER, C.A.** a Special Board Meeting of Stockholders was held, which was attended by its stockholders, **AURA ELENA SUAREZ,** Venezuelan, of legal age, merchant, with identity card No. V-4.539.958, owner of One hundred and fifty thousand nominal shares (150,000); and **ELIGIA ROSA NAVA RUIZ,** Venezuelan, of legal age, merchant, with identity card No. V-15.464.520, owner of one hundred and fifty thousand nominal shares (150,000), only stockholders and who thus represent the total Capital Stock of the Company. Seeing that the total Capital Stock, or three hundred thousand nominal shares (300,000) which make up this Capital are represented, it was declared that it was valid to hold the meeting in order to deliberate, and the requirement of prior summons through the press was waived. Present by invitation was the citizen, Vianney Yomaira Ceballos Sarmiento, Venezuelan, of legal age, with identity card No. V.7.529.126. Then the Agenda was read, which was written as follows: **FIRST POINT:** Capital increase by subscription of new shares. **SECOND POINT:** Modify the **THIRD CLAUSE** relating to the objective of the company. **THIRD POINT:** Amendment of **CLAUSES FOURTEEN AND FIFTEEN** of the Company Bylaws of the company. **FOURTH POINT:** Amendment of **CLAUSES FIVE AND SIX. FIFTH POINT:** Appointment of a new Board of Directors. Following the Agenda was discussed, and the **FIRST POINT** deliberated and the stockholder, **ELIGIA ROSA NAVA RUIZ,** indicated that because of an increase in the business turnout it becomes necessary to increase the capital stock of the same from **THREE HUNDRED MILLION BOLIVARES (Bs. 300,000,000.00)** to **FOUR HUNDRED AND FIFTY MILLION BOLIVARES (Bs.450,000,000.00)** and for this effect proposes the issuance of **ONE HUNDRED AND FIFTY THOUSAND NEW SHARES (150,000)** with a nominal value of **ONE**

THOUSAND BOLIVARES each (Bs.1,000), and submits for consideration the First Point, which was unanimously approved. Then, making use of the right of preference stipulated in the Seventh Clause of the Company Bylaws, the stockholders, **ELIGIA ROSA NAVA RUIZ and AURA ELENA SUAREZ,** already identified, stated that they were not interested in acquiring the new issued shares, so that because of this the citizen, Vianney Yomaira Ceballos Sarmiento, who is present by invitation at the meeting stated her wish to purchase these **ONE HUNDRED AND FIFTY THOUSAND (150,000)** new shares, which total **ONE HUNDRED AND FIFTY MILLION BOLIVARES (Bs. 150,000,000.00).** This capital has already been paid as evidenced in the Industrial Safety Merchandise Inventory. As far as the **SECOND POINT,** which is the amendment of the Third Clause of the Company Bylaws, the stockholder **AURA ELENA SUAREZ,** asked to speak and once granted, stated: That seeing that the activities of the company are expanding it becomes necessary to amend it as follows: **THIRD CLAUSE:** The objective of the company is the provision and service of electrical material and equipment, instrumentation, lab, industrial, petrochemical, oil and textile electronics. Importation and exportation in general; all which relates to the provision, transportation, distribution and commercialization of materials and imported and domestic oil equipment, used in the oil and petrochemical industry and in general in the country. Likewise, materials such as: thermal insulation, waterproof products, spareparts for mechanical seals, laminated metal bearings, valves, spareparts, spirometal, metal jackets, dye casting in NBR, SBR, EDPM, GRAPHITE, PTFE, insulation packaging, RF & EF flange sides, PTFE Graffite bars and sparkplugs, industrial screws & perforation equipment, corrosion resistant coverings, industrial paint and instrumentation in general; the provision of office articles and stationery, office furniture, cleaning articles, cartridges and consumable goods, audio and video equipment, cameras, hardware articles, industrial safety materials, insulation packaging, provision of filters para heavy equipment, medical surgical equipment and lab materials, flanges; supplies in general for the oil and petrochemical industry and contractors; personnel supply for all types of companies. Finally, it can engage in any licit business related or not to its main objective. The preceding point was deliberated by the Stockholders, who unanimously approved it and the third clause was amended just as the expounding stockholder proposed. Having completed the second point on the Agenda, they moved to the **THIRD POINT,** which is an amendment of **CLAUSE FOURTEEN AND FIFTEEN** of the Company's Bylaws. The stockholder, **ELIGIA ROSA NAVA RUIZ,** asked to speak and after being authorized she stated: Seeing that the activity of the company will increase once its corporate objective is expanded and so that the Board of Directors can improve its performance, I propose that clause fourteen and fifteen be amended as follows: **CLAUSE FOURTEEN:** The management of the Company, its direction and administration, will be carried out by the Board of Directors consisting of one (01) President, one (1) First Vice President and one (01) Second Vice President, elected by the General Board of Stockholders, who will act in this capacity for five (5) years and until they are reelected or replaced. **CLAUSE FIFTEEN:** The Board of Directors has the most ample powers of administration and disposition of the company's assets, and especially the following attributions: To represent the company in and out of court, it can grant general or special powers-of-attorney, sign or authorize any document whatsoever, representations or requests, execute or order the execution of the Board's resolutions, perform all types of exchange operations, open, move or close checking accounts, make transactions, sign and collect valuations, appoint and remove the company employees and determine their remuneration, propose to the Board the sharing of profits and present to them memos and accounts relating to the company's performance, appoint attorneys with all the necessary faculties, including those of being able to waive, agree and settle, in effect it will be able to carry out all types of acts and contracts, business and operations that are useful and convenient for the development and progress of the company. All the functions of the Board of Directors may be exercise by its members jointly, alternatively or separately. The proposed amendments to the preceding clauses were read at the Meeting and were unanimously approved by the stockholders present, thus consequently modifying **CLAUSE FOURTEEN AND CLAUSE FIFTEEN** in the manner previously mentioned. At the conclusion of this matter, the **FOURTH POINT** in the Agenda was read, relating to the **AMENDMENT**

OF CLAUSE FIVE AND SIX of the Company Bylaws. Following, the stockholder **AURA ELENA SUAREZ,** asked to speak and being granted that right, stated that because the company has additional Stock Capital and a new stockholder it becomes necessary to amend the clauses which refer to these points for which I propose to the Board that same by amended as follows: **CLAUSE FIVE:** The Capital of the Company will be **FOUR HUNDRED AND FIFTY MILLION BOLIVARES (Bs. 450,000,000.00)**, divided into **FOUR HUNDRED AND FIFTY THOUSAND (450,000) SHARES** for a nominal value of **ONE THOUSAND BOLIVARES (Bs. 1,000)** each, the shares have been totally paid for by the stockholders with inventory, as evidenced in the attached balance sheet. **SIX CLAUSE:** The shares which represent the Capital of this company belong to the stockholders in the following proportion: The shareholder **ELIGIA ROSA NAVA RUIZ,** has subscribed and paid for **ONE HUNDRED AND FIFTY THOUSAND (150,000) SHARES,** for a nominal value of **ONE THOUSAND BOLIVARES (Bs.1,000) EACH,** which represents the sum of **ONE HUNDRED AND FIFTY MILLION BOLIVARES (Bs.150,000,000.00)**; The shareholder **AURA ELENA SUAREZ**, has subscribed and paid for **ONE HUNDRED AND FIFTY THOUSAND (150,000) SHARES,** for a nominal value of **ONE THOUSAND BOLIVARES (Bs.1,000) EACH,** which represents the sum of **ONE HUNDRED AND FIFTY MILLION BOLIVARES (Bs.150,000,000.00);** and the shareholder **VIANNEY YOMAIRA CEBALLOS SARMIENTO,** has subscribed and paid for **ONE HUNDRED AND FIFTY THOUSAND (150,000) SHARES,** for a nominal value of **ONE THOUSAND BOLIVARES (Bs.1,000) EACH,** which represents the sum of **ONE HUNDRED AND FIFTY MILLION BOLIVARES (Bs.150,000,000.00).** The Board voted and unanimously approved the amendments of the aforementioned clauses, for which reason clause five and six were amended as indicated. Following, the **FOURTH** and final point of the Agenda was presented for consideration, and the stockholder **ELIGIA ROSA NAVA RUIZ** asked to speak, who proposed that the Board of Directors of the Company be arranged as follows: **AURA ELENA SUAREZ,** President, **ELIGIA ROSA NAVA RUIZ,** First Vice President and the citizen, **VIANNEY YOMAIRA**

CEBALLOS SARMIENTO, as Second Vice President. This point was proposed to the Board which was unanimously approved by those present. Having completed the deliberation of all the points in the Meeting, a recess was taken in order to write the Minutes. Called back to session, they proceeded to read the Minutes and with the unanimous and favorable vote of all present, it was approved in all its terms and subscribed in agreement. Last of all, the citizen **LERIA DE LA TORRE,** a Venezuelan, of legal age, practicing attorney, registered in the Institute of Attorneys Retirement Fund (INPREABOGADO) under No. 73520, and with identity card No. V.8.501.825, was authorized to perform all the legal proceedings which are pertinent for the insertion of these Minutes in the Company file before the corresponding Office of Commercial Concerns, as well as its publication. **AURA ELENA SUAREZ** (Illegible signature). **ELIGIA ROSA NAVA RUIZ** (Illegible signature) **VIANNEY YOMAIRA CEBALLOS SARMIENTO** (Illegible signature). I, **AURA ELENA SUAREZ,** Venezuelan, of legal age, merchant, with identity card No. V.4.539.958 and domiciled in Maracaibo Municipality of Zulia State, acting in this proceedings as President of the Board of Directors of the commercial company **TRANSWORLD TRADER, C.A. CERTIFY:** That the preceding Minutes is a true and exact transcription of the Minutes of the Special Board of Stockholder's Meeting held on August 30, 2005, which was inserted in the folios of the Book of Company Meetings. I certify it in Maracaibo, on August 30, 2005.

(Signatures)
Aura E. Suarez - Aura Elena Suarez
ID No. V.4.539.958

Eligia Rosa Nava Ruiz

Illegible

Maracaibo, September 16, 2005
195 and 146. This certified copy was given for its publication according to form No. 121395. On the same date a copy is posted in the office, as ordered.
30/SER
(Signature) Illegible - Attorney Yazmin Romero de Romero - First Commercial Registrar

X

IRS DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE
PHILADELPHIA PA 19255-0023

Date of this notice: 12-19-2005

Employer Identification Number:
76-0808441

Form: SS-4

Number of this notice: CP 575 E

For assistance you may call us at:
1-800-829-4933

IF YOU WRITE, ATTACH THE
STUB OF THIS NOTICE.

003336.218274.0014.001 1 MB 0.309 862

TRANSWORLD TRADER LLC
AURA E SUAREZ SINGLE MBR
PO BOX 267392
WESTON FL 33326

003336

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an EIN. We assigned you EIN 76-0808441. This EIN will identify your business account, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, please use the label IRS provided. If that isn't possible you should use your EIN and complete name and address shown above on all federal tax forms, payments and related correspondence. If this information isn't correct, please correct it using the tear off stub from this notice. Return it to us so we can correct your account. If you use any variation of your name or EIN, doing so could cause a delay in processing and may result in incorrect information in your account. Doing so could result in our assigning you more than one EIN.

If you want to apply to receive a ruling or a determination letter recognizing your organization as tax exempt, and have not already done so, you should file Form 1023/1024, Application for Recognition of Exemption, with the IRS Ohio Key District Office. Publication 557, Tax Exempt Status for Your Organization, is available at most IRS offices and has details on how you can apply.

IMPORTANT REMINDERS:

* Keep a copy of this notice in your permanent records.
* Use this EIN and your name exactly as they appear on all your federal tax forms.
* Refer to this EIN on your tax related correspondence and documents.

Thank you for your cooperation.

REPUBLICA BOLIVARIANA DE VENEZUELA

MINISTERIO DEL INTERIOR Y JUSTICIA

REGISTRO MERCANTIL PRIMERO

DE LA CIRCUNSCRIPCION JUDICIAL DEL ESTADO ZULIA

ABOG.DUILIO ROSALES B.

Registrador Mercantil Primero Suplente

de la Circunscripción Judicial del Estado Zulia, quien suscribe:

C E R T I F I C A : Que ha confrontado la copia fotostática constante de QUINCE folios, que a continuacion se reproducen, y que es traslado fiel y exacto.

DEL ACTA CONSTITUTIVA Y DE LAS ACTAS DE ASAMBLEAS EXTRAORDINARIAS DE ACCIONISTAS, DE FECHAS: 17-09-2003 Y 30-08-2005

CORRESPONDIENTE A LA EMPRESA
TRANSWORLD TRADER, C.A.

que se encuentran agregados al Expediente N.: 59967
CON FECHA 15-06-98, 06-10-2003 Y 16-09-2005

C E R T I F I C A, Igualmente, que esta copia fotostática ha sido hecha en esta oficina por el Ciudadano: CARMEN A. HIGUERA C, Con Cédula de Identidad N.:V-3.924.763 , persona capaz, autorizado por mi para hacerla y quien, junto conmigo suscribe la presente certificación y cada una de sus páginas.

34-A
67

FLORES FUENMAYOR
ABOGADO

ESTADO ZULIA
RENTA DE PAPEL SELLADO VALOR Bs. 20

97 - 4509021

Recibido: 11 JUN 1998
Derechos: 125.900 61.300
Ofrecido: 18-06-98
Escribiente:
Visto Bueno

59967

CIUDADANO
REGISTRADOR MERCANTIL
DE LA CIRCUNSCRIPCION JUDICIAL
DEL ESTADO ZULIA
SU DESPACHO.

Yo, JACKIE EMILIA CHIRINOS LUGO, venezolana, mayor de edad, soltera, secretaria, titular de la Cédula de Identidad Número 11.299.184, domiciliada en esta Ciudad y Municipio Autonomo Maracaibo del Estado Zulia, suficientemente Autorizada para este acto de conformidad con lo establecido en la Claúsula Vigésima Primera del Documento Cosntitutivo Estatutario, ante Ud., con el debido respeto ocurro para exponer:

Consigno Original del documento Constitutivo Estatutario de la compañía en tres (03) folios utiles, con el objeto de que examinado los requisitos legales, se orden su inscripción en los libros de Registro de Comercio llevados a su digno cargo y se sirva expedirme una (01) Copia Certificada del mismo, de esta solicitud y del auto que la provea.

REPUBLICA DE VENEZUELA
MINISTERIO DE JUSTICIA
REGISTRO MERCANTIL PRIMERO
DE LA CIRCUNSCRIPCION JUDICIAL DEL ESTADO ZULIA

Maracaibo Quince (15)....de Junio....de mil novecientos noventa y ...Ocho.....................(188 y 139). presentada la anterior participación. Cumplidos como han sido los requisitos de Ley, inscríbase en el Registro Mercantil junto con el documento presentado; fíjese y publíquese el asiento respectivo; fórmese el expediente de la Compañía y archívese original junto con el ejemplar de los Estatutos y demás recaudos acompañados. Expídase la copia de publicación. El Anterior documento redactado por Dr. ADA FLORES FUENMAYOR , se inscribe en el Registro De Comercio bajo el N.-67- TOMO - 34-A. Derechos pagados Bs.61300.00 Según Planilla RM N. 18595, SENIAT N..380245...... Por Bs.:140700.00. La identificación se efectuó así: JACKIE CHIRINOS, C.I:_ V-11.299.184_._

ESTA INSERCION Y OTORGAMIENTO FUERON ANTICIPADOS POR URGENCIA JUSTIFICADA CONFORME AL ARTICULO 31 DE LA LEY DE ARANCEL

Minerva Andrade

El Registrador Mercantil Primero
MINERVA ANDRADE RODRIGUEZ

ESTA PAGINA PERTENECE A:
TRANSWORLD TRADER, C.A
CON/ 5/GOY

Nosotros **WILSON JOSE FLORES ROMERO Y JACKIE EMILIA CHIRINOS LUGO**, venezolanos, mayores de edad, titulares de las Cédulas de Identidad Números 7.786.853 y 11.299.184 domiciliados en esta Ciudad y Municipio Autonomo Maracaibo del Estado Zulia, por el presente documento declaramos: Con esta misma fecha hemos decidido constituir como en efecto constituimos formalmente una Sociedad Mercantil, bajo la forma de Compañía Anónima, la cuál se regirá por las disposiciones legales de la República y fundamentalmente por las del Código de Comercio y las Claúsulas que a continuación se establecen, las cuales han sido redactadas con suficiente amplitud para que sirvan a su vez de Estatutos Sociales.

TITULO I

DENOMINACION DOMICILIO OBJETO Y DURACION

CLAUSULA PRIMERA: La Denominación de la Sociedad es: **"TRANSWORLD TRADER,C.A."**

CLAUSULA SEGUNDA: El domicilio de la Sociedad será en la Ciudad y Municipio Autonomo Maracaibo del Estado Zulia, pudiendo establecer Sucursales, Agencias, Oficinas ó cualquier otra dependencia sea cuál fuere el caracter que la atribuya en cualquier lugar del País ó en el Exterior. **CLAUSULA TERCERA:** El objeto de la Sociedad lo constituye Suministro y Servicio de Materiales y Equipos Electricos, Electrónicos de Instrumentación, Laboratorio, Industriales, Petróquimicos, Petroleros y Textiles. Importación y Exportación en general. En definitiva podrá dedicarse a cualquier actividad de lícito comercio relacionada ó no con el objeto principal.

CLAUSULA CUARTA: La duración de la Compañía será de CINCUENTA (50) años, contados a partir de la fecha de inscripción de la presente Acta Constitutiva Estatutaria por ante el Registro Mercantil de la Circunscripción Judicial del Estado Zulia, salvo prórroga ó disolución anticipada decidida por la Asamblea General de Accionistas.

TITULO II

QUINTA: **DEL CAPITAL DE LAS ACCIONES Y DE LOS ACCIONISTAS**

El Capital de la Empresa será de **DIEZ MILLONES DE BOLIVARES (Bs. 10.000.000.oo)**, dividido en DIEZ MIL (10.000) Acciones, con un valor nominal de UN MIL BOLIVARES (Bs. 1.000.oo) cada acción. Las Acciones han sido suscritas y pagadas por los Accionistas, tal como se evidencia en el Balance de Apertura anexo.

por ciento del Capital Social. **CLAUSULA DECIMA SEGUNDA:** Las decisiones legalmente tomadas por una Asamblea General de Accionistas, dejan a salvo los recursos y derechos previstos en la ley.——————

CLAUSULA DECIMA TERCERA: Son atribuciones de la Asamblea General de Accionistas y especialmente de la Ordinaria: a.- Examinar para aprobar ó improbar previo informe del Comisario, la relación de operaciones, el Balance General y el informe sobre la situación de la Sociedad que debe presentar anualmente la Directiva de la Empresa. b.- Elegir los Directores de la Empresa. c.- Elegir el Comisario. d.- Conocer y decidir sobre culaquier modificación de este Documento Constitutivo. e.- Las demás que le señalen las leyes y este documento expresamente. ——————

TITULO IV

DE LA ADMINISTRACION DE LA SOCIEDAD

CLAUSULA DECIMA CUARTA: La administración de la Sociedad, su dirección y gestión, estará a cargo de Un (01) Presidente y Un (01) Vice-Presidente, elegidos por la Asamblea General de Accionistas, los cuales durarán cinco (05)años en el ejercicio de sus funciones y permanecerán en ellos hasta tanto sean reelegidos ó reemplazados. **CLAUSULA DECIMA QUINTA:** El Presidente tendrá las más amplias facultades de administración y disposición de los bienes de la Sociedad entre ellas las siguientes: Representar a la Sociedad en juicio ó fuera de él, pudiendo otorgar poderes generales ó especiales, firmar ó autorizar cualquierdocumento, representaciones ó solicitudes, ejecutar y hacer ejecutar las Resoluciones de la Asamblea, realizar toda clase de operaciones cambiarias, abrir, movilizar y cerrar cuentas bancarias, celebrar transacciones, firmar y cobrar valuaciones, nombrar a los Empleados de la Sociedad señalarles la remuneración que estos deban devengar, proponer a la Asamblea la distribución de las utilidades y presentar a ésta memorias y cuentas sobre la buena marcha de la Empresa, instituir apoderados judiciales con todas las facultades que juzguen necesarias, incluso las de desistir, convenir, transigir, en fin podrá realizar toda clase de actos y contratos, negocios y gestiones que sean utiles y convenientes al desarrollo y progreso de la Sociedad.——————

CLAUSULA DECIMA SEXTA: El Presidente deberá depositar cinco (05) acciones de su —

ESTADO ZULIA
RENTA DE PAPEL SELLADO VALOR Bs. 20

97 - 4509022

...s funciones, podráser reelegido y en todocaso permanecerá en su car... hasta tanto no sea nombrado su sucesor.--------------------------

TITULO VI

DE LA LIQUIDACION DE LA SOCIEDAD

CLAUSULA VIGESIMA: En caso de disolución de la Sociedad ó terminación la liquidación será hecha por los Directores y la Asamblea si lo estima oportuno podrá nombrar uno ó mas liquidadores, quienes junto -- con los Directores formarán la junta de liquidación con las mas amplias facultades para proceder a liquidar la Sociedad, a la venta de sus activos, al pago de las obligaciones y a la distribución del remanente, si lo hubiere.

TITULO VII

DISPOSICIONES FINALES

CLAUSULA VIGESIMA PRIMERA: Los Accionistas reunidos proceden a nombrar como **PRESIDENTE**, al Ciudadano **WILSON JOSE FLORES ROMERO**, como **VICE-PRESIDENTE** a la Ciudadana **JACKIE EMILIA CHIRINOS LUGO**, y como - Comisario al Ciudadano **ISIDRO CONTRERAS**, Contador Público, titular - de la Cédula de Identidad Número 4.642.978, inscrito en el Colegio - de Contadores Públicos bajo el Número C.P.C. 22533. Queda Autorizada suficientemente la Ciudadana JACKIE CHIRINOS, titular de la Cédula - deIdentidad Número 11.299.184, para hacer la inscripción respectiva- en el Registro Mercantil correspondiente.

80/56-A

Recibido: 06 SEP 2005
Derechos: 1.608.828.47 242.000
Ofrecido: 13-09-2005
Escribiente:
Visto Bueno:

Sesenta y ocho (68)

759/474

Ciudadano

Registrador Mercantil Primero de la Circunscripción Judicial del Estado Zulia

Su Despacho.-

Yo, LERIDA DE LA TORRE, venezolana, mayor de edad, abogada en ejercicio, inscrita en el Instituto de Previsión Social del Abogado (INPREABOGADO) bajo el Nº 73520, identificada con la Cédula de Identidad personal Nº V-8.501.825 y domiciliada en el Estado Zulia, suficientemente autorizada por la Asamblea General Extraordinaria de Accionistas de la Sociedad Mercantil TRANSWORLD TRADER, C.A. de fecha 30 de Agosto de 2005, empresa debidamente inscrita por ante este Registro Mercantil Primero de esta Circunscripción Judicial en fecha 15 de Junio de 1.998, anotada bajo el Nº 67, Tomo: 34-A, acudo ante Usted con el debido respeto a los fines de presentar la presente Acta de Asamblea, y se fije una copia del asiento en la Sala de este Despacho y posteriormente será agregada al expediente de la Compañía.

Ruego a Usted ciudadano Registrador, que previo el cumplimiento de los trámites legales me expida copia certificada del asiento correspondiente a los efectos consiguientes.

En Maracaibo, a la fecha cierta de su presentación.

Abg. Lerida de La Torre
INPRE Nº 73520

121395
400

Sesenta y nueve (69)

REPUBLICA BOLIVARIANA DE VENEZUELA
MINISTERIO DEL INTERIOR Y JUSTICIA
REGISTRO MERCANTIL PRIMERO

DE LA CIRCUNSCRIPCION JUDICIAL DEL ESTADO ZULIA

Maracaibo, dieciseis (16) De Septiembre de Dos Mil Cinco (2005)............................... (195 y 146). presentada la anterior participación por su FIRMANTE , para su inscripción en el Registro Mercantil, fijación y publicación. Hágase de conformidad y agreguese original al expediente de la Compañía junto con los recaudos acompañados. Expídase la copia de publicación. El anterior documento redactado por Dr., LERIDA DE LA TORRE , se inscribe en el Registro de Comercio bajo el N.:-80- TOMO -55-A.. Derechos pagados Bs.242000.00 Según Planilla RM N.121395, Banco N. 4411 Por Bs.:1608828.00. La identificación se efectuó así: LERIDA DE LA TORRE, C.I: V- 4538958

ABOG. YAZMIN ROMERO DE ROMERO

Registradora Mercantil Primera

Bs.500 VENEZUELA Bs.500

ESTA PAGINA PERTENECE A:

TRANSWORLD TRADER, C.A.

MOD/ 30/SER

Lerida de La Torre Alvarez
ABOGADO
INPREABOGADO No. 73520
COLEGIO No. 11112

Colegio de Abogados Edo. Zulia Documento: 784074
Taquilla Nº03 sede principal Fecha: 05/09/2005 Hora: 04:06:16 p.m.
Abogado: I: 73520 C: 11112 DE LA TORRE ALVAREZ, LERIDA
Caja. 0103 (6013) 0402 Honorarios Bs.. 1,602,300.00
Codigo: HHHHCXTLPBXL8XM

(30)

ACTA DE ASAMBLEA GENERAL EXTRAORDINARIA DE ACCIONISTAS DE LA SOCIEDAD MERCANTIL "TRANSWORLD TRADER, C.A." CELEBRADA EN FECHA 30 DE AGOSTO DE 2005.- En el día 30 de Agosto de 2005 en las instalaciones de la Sociedad Mercantil TRANSWORLD TRADER, C.A. tuvo lugar una Asamblea General Extraordinaria de Accionistas con la asistencia de sus socios, *AURA ELENA SUAREZ,* venezolana, mayor de edad, comerciante, identificada con la Cédula de Identidad N° V-4.539.958, propietaria de Ciento Cincuenta Mil (150.000) Acciones Nominativas; y *ELIGIA ROSA NAVA RUIZ*, venezolana, mayor de edad, comerciante, identificada con la Cédula de Identidad N° V-15.464.520, propietaria de Ciento Cincuenta Mil (150.000) Acciones Nominativas, únicos accionistas y quienes representan así la totalidad del Capital Social de la Empresa. En virtud de encontrase representado el total del Capital Social, o sea, las Trescientas Mil (300.000) Acciones Nominativas que componen dicho Capital, se declaró validamente constituida la Asamblea para deliberar, siendo innecesario cumplir con el requisito de la previa convocatoria por la prensa. Esta presente como invitada la ciudadana Vianney Yomaira Ceballos Sarmiento, venezolana, mayor de edad, identificado con la Cédula de Identidad personal N° V- 7.529.126. De inmediato se procedió a dar lectura al Orden del Día, el cual estaba establecido de la siguiente manera: PRIMER PUNTO: Aumento de Capital por suscripción de nuevas acciones. SEGUNDO PUNTO: Modificar la CLÄUSULA TERCERA referente al objeto de la sociedad. TERCER PUNTO: Modificación de las CLÁUSULAS DÉCIMA CUARTA y DÉCIMA QUINTA de los Estatutos Sociales de la compañía CUARTO PUNTO: Modificación de las CLÁUSULAS QUINTA y SEXTA. QUINTO PUNTO: Nombramiento de la nueva Junta Directiva. De inmediato se abre el debate del Orden del *Día y seguidamente, se pasa a deliberar* el PRIMER PUNTO y toma la petrolera, Petroquímica y en general del país, asimismo materiales tales como: aislamiento térmico, productos de sellado de fluidos, partes y respuestos para sellos mecánicos, rodamientos laminados metálicas, válvula, partes y respuestos, espirometalicas, enchaquetaduras metálicas, troqueladas en NBR, SBR, EDPM, GRAFITO, PTFE, empacaduras de Aislamiento, caras de Bridas RF y EF, Barras y Bujes de Grafito PTFE, Tornillería Industrial y Equipo de Perforación, Recubrimientos Anticorrosivos, Pinturas Industriales e Instrumentación en General; El suministro de artículos de oficina y papelería, mobiliario de oficina, artículos de limpieza, cartuchos y consumibles, equipos de audio y video, cámaras fotográficas, artículos de ferretería, materiales de seguridad industrial, empacaduras de aislamiento, suministro de filtros para maquinaria pesada, equipos médicos quirúrgico y material de laboratorio, Bridas; El suministro en general para la industria petrolera, petroquímica y contratistas; El suministro de personal para todo tipo de empresas. En definitiva podrá dedicarse a cualquier actividad de lícito comercio relacionado o no con sus objetos principales. Puesto a consideración de la Asamblea el punto anterior, ésta voto y aprobó por unanimidad quedando modificada la cláusula tercera tal como la propuso la socia exponente. Habiéndose agotado el segundo punto de seguidas se paso al TERCER PUNTO del Orden del día, como es la modificación de las CLÁUSULAS DÉCIMA CUARTA y DÉCIMA QUINTA de los Estatutos Sociales de la empresa. Pide la palabra la socia *ELIGIA ROSA NAVA RUIZ*, y la misma le es concedida y expone: Por cuanto la actividad de la empresa se va incrementar al aumentar su objeto social y para que exista un mejor desenvolvimiento de la Junta Directiva propongo que las cláusulas Décima Cuarta y Décima Quinta sean modificadas de la siguiente manera: **CLÁUSULA DÉCIMA CUARTA:** La administración de la Sociedad, su dirección y

Setenta y Uno (71)

Setenta y dos (72)

SUAREZ, y concedido como le fue, expreso que como la empresa cuenta con un nuevo capital social y un nuevo accionista se hace menester la modificación de las cláusulas referentes a dichos punto por lo que propongo a esta Asamblea que las mismas sean modificadas de la siguiente manera: **CLÁUSULA QUINTA:** El Capital de la Empresa será de CUATROCIENTOS CINCUENTA MILLONES DE BOLÍVARES (Bs. 450.000.000°°), dividido en CUATROCIENTOS CINCUENTA MIL (450.000) ACCIONES, con un valor nominal de UN MIL BOLÍVARES (Bs. 1.000°°) cada una, las acciones han sido totalmente pagadas por los accionistas con inventario, tal como se evidencia en el Balance anexo. **CLÁUSULA SEXTA**: Las acciones que representan al Capital de ésta sociedad pertenecen a los accionistas en la siguiente proporción: La accionista ELIGIA ROSA NAVA RUÍZ, ha suscrito y pagado CIENTO CINCUENTA MIL (150.000) ACCIONES, con un valor nominal de MIL BOLÍVARES (Bs. 1.000°°) cada acción, lo que representa la suma de CIENTO CINCUENTA MILLONES DE BOLÍAVRES (Bs. 150.000.000°°); la accionista AURA ELENA SUAREZ, ha suscrito y pagado CIENTO CINCUENTA MIL (150.000) ACCIONES, con un valor nominal de MIL BOLÍVARES (Bs. 1.000°°) cada acción, lo que representa la cantidad de CIENTO CINCUENTA MILLONES DE BOLÍVARES (Bs. 150.000.000°°) y la socia Vianney Yomaira Ceballos Sarmiento, ha suscrito y pagado CIENTO CINCUENTA MIL (150.000) ACCIONES, con un valor nominal de MIL BOLÍVARES (Bs. 1.000°°) cada acción, lo que representa la suma de CIENTO CINCUENTA MILLONES DE BOLÍVARES (Bs. 150.000.000°). La Asamblea votó y aprobó de manera unánime las modificaciones de las cláusulas antes señaladas, por lo cual se modificó las cláusulas quinta y sexta en la forma que fueron expuestas. Seguidamente se paso a considerar el CUARTO PUNTO y último punto del orden del día solicitando un derecho de palabra la socia ELIGIA ROSA NAVA RUÍZ y

Aura Elena Suarez
C.I. V-4.539.958

Quien suscribe hace constar que las anteriores reproducciones fotostáticas, constante de 15 folios , son copia fiel y exacta de las que corren insertas al expediente número 59967 las que se expiden en Maracaibo, en el día: 26 de DICIEMBRE de 2005, solicitadas por: CATHERINA SIRLAY MORILLO S. según planilla N.: 125507

El Registrador Mercantil Primero Suplente
ABOG. DUILIO ROSALES B.

REPÚBLICA BOLIVARIANA DE VENEZUELA
ESTADO ZULIA
NOMBRE DEL SOLICITANTE
NUMERO DE IDENTIFICACION FECHA
CONCEPTO BASE LEGAL
Z-03-0012891 Bs.5.000
TIMBRE FISCAL Cinco Mil Bolívares

REPÚBLICA BOLIVARIANA DE VENEZUELA
ESTADO ZULIA
NOMBRE DEL SOLICITANTE
NUMERO DE IDENTIFICACION FECHA
CONCEPTO BASE LEGAL
Z-03-0012895 Bs.5.000

REPÚBLICA BOLIVARIANA DE VENEZUELA
ESTADO ZULIA
NOMBRE DEL SOLICITANTE
NUMERO DE IDENTIFICACION FECHA
CONCEPTO BASE LEGAL
Z-03-0012892 Bs.5.000

Setenta y tres (73)