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MRS
5/20/13

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Monahan Mijares Consultores C.A. Corp.

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," or "Certificate of Good Standing" 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:

Roark R. Monahan CPA

Name of Person

Monahan-Mijares CPA, PA

Firm/Company

Coral Gables, FL 33134

Address

ronald.monahan@mma.com.ve

City/State and Zip code

elismor.castillo@mma.com.ve

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Roark Monahan

Name of Person

at (305) 407-1440

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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

**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. Monahan Mijares Consultores C.A. Corp.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Venezuela

(State or country under the law of which it is incorporated)

3. Applied for

(FEI number, if applicable)

4. 01/14/1986

(Date of incorporation)

5. 2018

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

6.

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. Av. Las Acacias Edif. Torre La Previsora piso 10 oficina Unica, Urb. Plaza Venezuela 1050. Caracas, Distrito Capital.

(Principal office address)

2519 Galiano Street Suite. 703 Coral Gables, FL 33134

(Current mailing address)

8. Provide managerial consulting services, consultation regarding the implementation of computerized systems and any other commercial activity.

(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 NOT acceptable)

Name: **Roark R. Monahan**

Office Address: **2519 Galiano Street, Suite 703**

CORAL GABLES

(City)

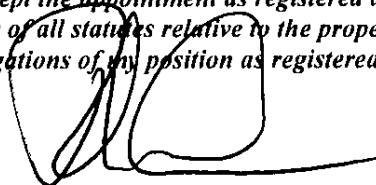
, Florida **33134**

(Zip code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Roark Ronald Monahan Mijares

Address: Av. Las Acacias Edif. Torre La Previsora piso 10 oficina Unica,Urb. Plaza Venezuela 1050. Caracas, Distrito Capital

Vice Chairman: N/A

Address: _____

Director: N/A

Address: _____

Director: N/A

Address: _____

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B. OFFICERS

President: Roark Ronald Monahan Mijares

Address: Av. Las Acacias Edif. Torre La Previsora piso 10 oficina Unica,Urb. Plaza Venezuela 1050. Caracas, Distrito Capital.

Vice President: N/A

Address: _____

Secretary: N/A

Address: _____

Treasurer: N/A

Address: _____

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

13. _____
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Ricardo Iglesias - Managing Director

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

ADDENDUM to the application by foreign corporation for authorization to transact business in Florida.

Additional Officer: Ricardo Iglesias - Managing Director

Address: Av. Las Acacias Edif. Torre La Previsora piso 10 oficina Unica Urb. Plaza Venezuela 1050. Caracas, Distrito Capital.

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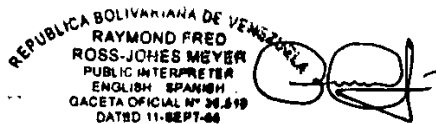
**Raymond Fred Ross- Jones Meyer
Certified Public Interpreter**

Address: Qta. La Milagrosa. Urb. San Roman. Calle Taria
Mobile: (58+212) 991.49.37 email: ray-rossjones@yahoo.com

I, Raymond Fred Ross-Jones Meyer, hereby certify that I have translated the attached

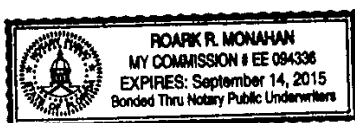
CERTIFICATE OF INCORPORATION

from the Spanish Language into English Language faithfully and accurately, to the best of my knowledge and belief. This translator is accredited as an interpreter for Spanish/English written translations and proceedings by the Ministry of Justice of the Bolivarian Republic of Venezuela. Title published in the Official Gazette No. 38.519, dated September 11, 2006 registered in the Principal Office of Public Registry of the Capital District under N° 102, Volume 19, and inserted in the Fifth Court of First Instance in Civil, Mercantile and Transit for this city on July 20, 2006. In Witness, Whereof, I set my hand and seal these presents, in Caracas, the 29th day of the month of April, 2013.



STATE OF FLORIDA
COUNTY OF MIAMI DADE

The foregoing instrument was acknowledged before me this 2nd day of May 2013, by Raymond Fred Ross- Jones Meyer who is personally known to me and has provided Venezuelan ID Card as identification.



A large, stylized handwritten signature of Roark R. Monahan.

Notary Public
Print Name of Notary: Roark R. Monahan
Commission Expires: Sep. 14th, 2015

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(Header): *Wet ink stamp that reads:* Monahan Mijares Consultores, C.A. (1986)

Coat of Arms: Republic of Venezuela

TRADE REGISTER

For the Judicial Circumscription in and for the Federal District and Miranda State
(*Wet ink stamp seal that reads:* "Republic of Venezuela – Trade Register - Judicial
Circumscription - Federal District and Miranda State – Caracas, (*Crest*)")

Doctor: Yolanda Tori de Granadillo, Second Registrar for the Trade Register, Judicial
Circumscription in and for the Federal District and Miranda State, CERTIFIES:

That the following entry, Certificate of Registration, filed and registered under volume
6A.sgdo, is as follows: "Number" 47. The undersigned Trade Registrar certifies: That
the Notice, Note and Document copied here are a true translation of its original, that read
as follows:

*Affixed: Wet ink stamp seal of the Trade Register, described above. Wet ink stamp seal
that reads: "M. de . H (Ministry of finance, by its initials in Spanish) – Archives" –
223224*

*Reverse: Two (02) partial wet ink stamp seals of the Trade Register described above,
affixed on the right hand margin. On the center of the page, wet ink stamp that reads:
"Trade Register - Judicial Circumscription - Federal District and Miranda State –
Rendered unusable". -----*

The next page is a copy of the same page translated above. Reverse: Blank. -----

*The following page consists of the Notice, presented to the Trade Register, of the
Corporate Charter and Bylaws of the company: MONAHAN MIJARES CONSULTORES,
C.A., printed on a sheet of Legal Paper of the Republic of Venezuela with numbered
lines, with a Fiscal Income Stamp value of Two Bolivars, 50 Centimes, and numbered: H-
83 No. 08728383. This notice has not been translated. Its reverse reads as follows:*

Second Trade Register for the Judicial Circumscription in and for the Federal District and
Miranda State.

Caracas, January Fourteen (14), Nineteen Hundred Eighty-six 175 and 126. The
aforementioned Notice is given as having been presented. As all requisites of the law
have been complied with, inscribe the same in the Trade Register together with the
attached document; post it and publish the respective entry; create a Company docket and
file the original together with a copy of the Bylaws and other attachments. Issue the copy
for publication. The previous document, drawn up by Dr. Jose Miguel Martinez B. is
inscribed in the Trade Register under No. 47, Volume 6A.sgdo, Duties paid Bs. 155 – Bs.
320 according to Form No. R-1152-B-6570. Identification was produced as follows: Paul
Monahan Mijares, Identity Card No. 3,667,438. Certificates of Solvency: 486271,
281881, 281882.

The Trade Registrar: Second; (Signed): Yolanda Tori de Granadillo.

Affixed between the pages on the right hand margin of this page, and corresponding left hand margin of the next page: the wet ink stamp seal (photocopy) of the Trade Register, described above. This same seal appears affixed in the same manner on all the pages of this document, three sheets of Legal Pager printed on both sides, numbered: H-83-08728368, 08728374 and 08728349.

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TALLAHASSEE FLORIDA

**CERTIFICATE OF INCORPORATION for
"MONAHAN MIJARES CONSULTORES C.A."**

We, **PAUL MONAHAN MIJARES, INGRID HOFFMANN DE MONAHAN and ROARK R. MONAHAN MIJARES**, of legal age, for this domicile, the civil status of the first two, married, and the last one, single, of Venezuelan nationality, and bearers of identity cards No. 3,667,438, No. 3,180,869 and No. 3,978,779, respectively, have agreed to set up, as in effect, by this document, we have set up a limited company that will be ruled by the following clauses, that have been drawn up with sufficient amplitude such that they also serve as the company's Bylaws.

FIRST: The company will be named "MONAHAN MIJARES CONSULTORES C.A." It shall be domiciled in the city of Caracas, and may establish agencies, branches and representative offices in any other part of the country or abroad, whenever the General Meeting of the Shareholders so decides. Its head office shall be located at Edificio Oro, Apartment 22, Calle Suapure, Lomas de Bello Monte.

SECOND: The object of the company will be to provide managerial consulting services; consultation regarding the implementation of computerized systems and any other legal commercial activity.

THIRD: The duration of the company shall be ten (10) years, counting from the date of its inscription in the Trade Register. The dissolution or liquidation shall be carried out following in all respects, the dispositions of the Code of Commerce, and in the case of liquidation, by the Extraordinary General Meeting of the Shareholders who shall, by majority vote, designate its liquidator or liquidators.

FOURTH: The Share Capital of the Company is ONE HUNDRED THOUSAND BOLIVARS (Bs. 100,000.00) divided into ONE HUNDRED (100) shares with a par value of ONE THOUSAND BOLIVARS (Bs. 1,000.00) each. The shares grant their holders equal rights; and the Share Certificates, which may represent any number of shares, must be signed by the President.

FIFTH: The Share Capital of the Company has been totally subscribed and paid in twenty percent (20%) of its value, in the following manner: Mr. PAUL MONAHAN MIJARES has subscribed FORTY-EIGHT (48) shares with a par value of FORTY-EIGHT THOUSAND BOLIVARS (Bs. 48,000.00) and has paid twenty percent (20%) of its

value, that is, the amount of NINE THOUSAND SIX HUNDRED BOLIVARS (Bs. 9,600.00); Mrs. INGRID HOFFMANN DE MONAHAN has subscribed FORTY-EIGHT (48) shares with a par value of FORTY-EIGHT THOUSAND BOLIVARS (Bs. 48,000.00) and has paid twenty percent (20%) of its value, that is, the amount of NINE THOUSAND SIX HUNDRED BOLIVARS (Bs. 9,600.00) and Mr. ROARK R. MONAHAN MIJARES has subscribed FOUR (4) shares with a par value of FOUR THOUSAND BOLIVARS (Bs. 4,000.00) and has paid twenty percent (20%) of its value, that is, the amount of EIGHT HUNDRED BOLIVARS (Bs. 800.00) in cash, as evidenced by the attached bank voucher. The unpaid balance of the subscribed capital shall be paid whenever the General Meeting of the Shareholders so decides. -----

SIXTH: The company shall be managed by a President and a Managing Director, who always shall act individually, appointed by the General (Ordinary) Meeting of the Shareholders or at an Extraordinary Meeting called to that effect; they will hold their position for five (5) years, or until their successors are appointed; they may or may not be shareholders in the company, shall deposit or shall have deposited, for their account, two (2) shares for the purposes indicated in Article 244 of the Code of Commerce, and shall have the powers, rights and obligations that have been determined in this Constitutive and Statutory Document or in the Law. -----

SEVENTH: The President and the Managing Director, acting individually, shall have the following powers: 1) Organize the calling of the General Meetings and comply with, and ensure compliance of its decisions and agreements.- 2) Preside the General Meetings.- 3) Establish and draw up the company's working plans and set the general administration expenses.- 4) Name and remove the employees, setting their remuneration and responsibilities.- 5) Decide about the acquisition, exchange, alienation, assignment, transfer, encumbrance of the chattel or real assets and credits and leasing for more than two years.- 6) Authorize and grant all types of loan contacts, current bank or commercial accounts, deposit, credit and savings accounts; authorize leases for works, and services, settle all types of mortgage or collateral guarantees, or of any other kind or nature.- 7) Name the commercial agents, agree on and grant general or special powers for judicial and extrajudicial matters, including the powers to sue and contest lawsuits, oppose and contest exceptions, present evidence, settle, come to agreements or desist, exercise positions at auctions, commit to arbitration, by arbitrators or by law, and in general, make use of any kind of ordinary and extraordinary actions and recourses, including Appeal to the Highest Court.- 8) Prepare balance sheets, statements of profits and losses and any other reports that must be presented to the Commissary and the General Meeting.- 9) Distribute from the profits earned, any amount they consider appropriate for the reserves and allowances that they freely determine, and calculate and discount the dividends and set the date and manner of payment.- 10) Represent the company out of court, sign for it and commit it in all matters and contracts as they consider convenient.- 11) Legally

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represent the company in all judicial matters.- 12) Agree to the use of the reserve funds.-

13) Attend to the daily dealings of the company, and see to all the ordinary administrative acts that are necessary in relation to said dealings.- 14) Mobilize current bank of commercial accounts, checks, bills of exchange, payment orders and other negotiable instruments. -----

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EIGHTH: The company may not grant guarantees or sureties as collateral to third parties, unless the General Meeting of the Shareholders decides otherwise. -----

NINTH: The highest authority of the company is vested in the General Meeting of the Shareholders, which shall have the most ample powers, reserving for itself the decisions and resolutions on all matters that this contract establishes specifically to the President and the Managing Director. The decisions regarding voting and the validity of the deliberations at the General Meetings shall be the following: For any matter that is submitted to the General Meeting, and at any Meeting called, including matters indicated in Article 280 of the Code of Commerce, requires the presence and favorable vote of a number of shareholders that represent the totality of the share capital. -----

TENTH: The General Ordinary Meeting of the Shareholders shall convene annually within the three (3) months following the closing of the fiscal year of the company at the place and time that the President and the Managing Director indicate, and that will be specified in the respective Notice. The Extraordinary General Meeting of the Shareholders shall meet in the same manner, by notice sent by the Administrators convening the Meeting, by their own initiative or at the request of the Commissary, or from a number of shareholders that represent at least one fifth of the share capital. Notice convening the General Ordinary or Extraordinary Meetings shall be published in a daily newspaper in the city of Caracas, at least five (5) days prior to the date indicated for the meeting, but the formal notice shall not be necessary for the validity of the Meeting if the totality of the shares of the company attends or is represented at it. -----

ELEVENTH: The company's fiscal year shall be between the 1st of July and the 30th of June each year. At the end of each fiscal year, the accounts will be closed and a Balance Sheet shall be prepared indicating the situation of the assets and the liabilities of the company, which shall be submitted to the Commissary. The Balance Sheet shall fill all the requisites set forth by the Code of commerce, demonstrating accurately and with supports, the true profits earned, and the losses suffered, setting the losses at the value they actually have or are presumed to have. Uncollectible credits shall have no value at all. Once the Balance Sheet has been verified, the liquid profits for each annual period shall be distributed in the following manner: a) at least five percent (5%) to constitute the reserve fund provided for in Article 262 of the Code of Commerce, until said fund reaches an amount equivalent to ten percent (10%) of the share capital. b) Any other allowance that the General Meeting decides within its powers. c) The remainder shall be distributed among the shareholders in the form of dividends, proportionally to the shares

that each possesses, and within the time frame set by the administrators. Dividends that are declared and not claimed shall not bear interest of any kind. -----

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TWELFTH: The company shall have a Commissary, who shall be appointed by the General Meeting of the Shareholders and shall perform his duties for five (5) years, and may be reelected. -----

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THIRTEENTH: In the case that, for any reason whatsoever, the General Meeting of the Shareholders is not held at the moment set forth in this document, the President, the Managing Director and the Commissary, as well as any other officer that has been designated by the shareholders, shall remain in office until said General or Extraordinary Meeting convened for that purpose is held, and in any case, until the successors that have been appointed take possession of their office. -----

FOURTEENTH: For everything not specifically provided for in this document, the company shall be regulated by the provisions set forth in the Code of Commerce and in the special Laws that regulate the matter. -----

TRANSITORY DISPOSITIONS

FIRST: The first fiscal year of the company shall begin on the date it commences its business dealings until June 30, 1986. -----

SECOND: According to the provisions indicated in the Sixth and Thirteenth clauses, the office of the President and the Managing Director, as well as the Commissary, shall be carried out by the following persons: PRESIDENT: Mr. Paul Monahan Mijares; MANAGING DIRECTOR: Mr. Roark R. Monahan Mijares and COMMISSARY: Rafael Atias Alegría, B.Sc., C.P.C. (*College of Public Accountants, by its initials in Spanish*) No. 1775, all with Venezuelan nationality.

Mr. Paul Monahan Mijares is authorized to present the corresponding Notice to the Trade Register.

Caracas, December 11, 1985

(Signed): Paul Monahan Mijares
Ingrid Hoffmann de Monahan
Roark R. Monahan Mijares

Caracas, January Fourteen (14), Nineteen Hundred Eighty-six. (Signed): Paul Monahan Mijares.- Yolanda Tori de Granadillo.- This certified copy is issued for publication according to form No. 14452.-

(Signed): Illegible. Yolanda Tori de Granadillo. *Affixed, wet ink stamp seal of the Trade Register, described above.*

This is a true translation of the attached document, written in the Spanish language, translation which I am making at the request of the interested party in the city of Caracas, today, April 29, 2013.-----

REPUBLICA BOLIVARIANA DE VENEZUELA
RAYMOND FRED
ROSS-JONES MEYER
PUBLIC INTERPRETER

MONAHAN MIJARES CONSULTORES



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TALLAHASSEE, FLORIDA

REGISTRO MERCANTIL

DE LA CIRCUNSCRIPCION JUDICIAL DEL DISTRITO FEDERAL Y EDO. MIRANDA

DOCTORA: YOLANDA TORI DE GRANADILLO, REGISTRADOR SEGUNDO DEL REGISTRO MERCANTIL

CIRCUNSCRIPCION JUDICIAL DEL DISTRITO FEDERAL Y ESTADO MIRANDA, CERTIFICA:

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

Tomo 6.º.º.º.º.º.º es del tenor siguiente: "Número" 47

EL REGISTRADOR MERCANTIL, quien suscribe, Certifica: Que LA PARTICIPACION NOTA Y

DOCUMENTO que se coplan de seguida son

traslado fiel de sus originales, los cuales dicen así:

222222



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TALLAHASSEE, FLORIDA

DOCUMENTO CONSTITUTIVO DE

"MONAHAN MIJARES CONSULTORES C.A."

Nosotros, PAUL MONAHAN MIJARES, INGRID HOFFMANN DE MONAHAN y ROARK R. MONAHAN MIJARES, mayores de edad, de este domicilio, los dos primeros de estado civil casados y el último de estado civil soltero, de nacionalidad venezolana y titulares de las cédulas de identidad N° 3.667.438, N° 3.180.869 y N° 3.978.779, respectivamente, hemos convenido en constituir, como en efecto constituimos por el presente documento, una compañía anónima que se regirá por las siguientes cláusulas, las cuales han sido redactadas con la suficiente amplitud para que a su vez sirvan de Estatutos Sociales de la compañía.

PRIMERA: La sociedad se denomina "MONAHAN MIJARES CONSULTORES C.A.". Su domicilio es la ciudad de Caracas, pudiendo establecer agencias, sucursales y representaciones en cualquier otro lugar de la República o del extranjero, cuando así lo decida la Asamblea General de Accionistas. Su sede estará ubicada en Edificio Oro, Apto. 22, Calle Suapure, Lomas de Bello Monte.

SEGUNDA: La compañía tiene por objeto la prestación de servicios de consultoría gerencial; la asesoría en la implementación de sistemas computarizados y cualquier otra actividad de lícito comercio.

TERCERA: La duración de la compañía es de diez (10) años, contados a partir de su inscripción en el Registro Mercantil. La disolución o liquidación se hará cíñéndose en un todo a las disposiciones del Código de Comercio y en caso de liquidación, será la Asamblea General Extraordinaria por mayoría de votos la que designe al liquidador o liquidadores de la misma.

CUARTA: El capital de la compañía es la cantidad de CIEN MIL BOLIVARES (Bs. 100.000,00) dividido en CIEN (100) acciones nominativas de MIL BOLIVARES (Bs. 1.000,00) cada una. Las acciones darán a sus tenedores iguales derechos y los títulos que las representen deberán estar firmados por el Presidente, pudiendo comprender dichos títulos cualquier número de acciones.

QUINTA: El capital de la compañía ha sido íntegramente suscrito y pagado en el veinte por ciento (20%) de su valor, de la siguiente forma: el señor PAUL MONAHAN

31 MIJARES, ha suscrito CUARENTA Y OCHO (48) acciones por un valor nominal de CUAREN 31
32 TA Y OCHO MIL BOLIVARES (Bs. 48.000,00) y ha pagado el veinte por ciento (20%) de 32
33 su valor, o sea, la cantidad de NUEVE MIL SEISCIENTOS BOLIVARES (Bs. 9.600,00), 33
34 señora INGRID HOFFMANN DE MONAHAN, ha suscrito CUARENTA Y OCHO (48) acciones por 34
35 un valor nominal de CUARENTA Y OCHO MIL BOLIVARES (Bs. 48.000,00) y ha pagado el 35
36 veinte por ciento (20%) de su valor, o sea, la cantidad de NUEVE MIL SEISCIENTOS 36
37 BOLIVARES (Bs. 9.600,00) y el señor ROARK R. MONAHAN MIJARES, ha suscrito CUATRO 37
38 (4) acciones por un valor nominal de CUATRO MIL BOLIVARES (Bs. 4.000,00) y ha paga 38
39 do el veinte por ciento (20%) de su valor, o sea, la cantidad de OCHOCIENTOS BOLI 39
40 VARES (Bs. 800,00) en dinero efectivo, según consta de comprobante bancario anexo. 40
41 El saldo de capital suscrito y no pagado será cancelado en la oportunidad que de- 41
42 cida la Asamblea General de Accionistas. ----- 42
43 SEXTA: La compañía será administrada por un Presidente y un Director Gerente, 43
44 quienes siempre actuarán en forma individual, elegidos por la Asamblea General Or 44
45 dinaria de Accionistas u otra Extraordinaria convocada al efecto; durarán en el 45
46 ejercicio de sus cargos cinco (5) años, o hasta que sus sucesores sean nombrados; 46
47 podrán ser o no accionistas de la misma, depositarán o harán depositar por su cuen 47
48 ta dos (2) acciones para los efectos señalados en el Artículo 244 del Código de 48
49 Comercio y tendrán las facultades, derechos y obligaciones que se encuentran deter 49
50 minadas en este Documento Constitutivo Estatutario o en la Ley. ----- 50
51 SEPTIMA: El Presidente y el Director Gerente, actuando en forma individual, 51
52 tendrán las siguientes facultades: 1) Disponer la convocatoria de las Asambleas 52
53 Generales y cumplir y hacer cumplir sus decisiones y acuerdos.- 2) Presidir las 53
54 Asambleas Generales.- 3) Establecer y elaborar los planes de trabajo de la compa 54
55 ñía y fijar los gastos generales de administración.- 4) Nombrar y remover los em 55
56 pleados, fijando su remuneración y atribuciones.- 5) Decidir la adquisición, per 56
57 muta, enajenación, cesión, traspaso y gravamen de los bienes muebles o inmuebles 57
58 y créditos y el arrendamiento por más de dos años.- 6) Autorizar y otorgar toda 58
59 clase de contratos de préstamo, de cuentas corrientes, bancarias o comerciales, de 59
60 depósito, crédito y ahorro; autorizar arrendamientos de obras y servicios, resol- 60
61 ver sobre toda clase de garantías hipotecarias, prendarias o de cualquier otra es 61
62 pecie o naturaleza.- 7) Nombrar factores mercantiles, acordar y otorgar poderes 62
63 generales o especiales para asuntos judiciales o extrajudiciales, incluso con fa- 63
64 cultades para intentar y contestar demandas, oponer y contestar excepciones, pro- 64

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1 mover pruebas, transigir, convenir y desistir, ejercer posturas en remate, compe-
2 meter en árbitros, arbitradores o de derecho y, en general, hacer uso de cualquier
3 clase de acciones y recursos ordinarios o extraordinarios, inclusive de Casación.-
4 9] Elaborar balances, estados de ganancias y pérdidas y demás informes que deban
5 presentar al Comisario y a la Asamblea.- 9] Separar de los beneficios que se ob-
6 tengan la cantidad que consideren oportuna para las reservas y apartados que libre-
7 mente determinen y calcular y descontar los dividendos y fijar la fecha y forma de
8 su pago.- 10] Representar extrajudicialmente a la compañía, firmar por ella y -
9 obligarla en todos los asuntos y contratos que consideren convenientes.- 11] Re-
10 presentar legalmente a la compañía en todos los asuntos judiciales.- 12] Acordar
11 la utilización de los fondos de reserva.- 13] Atender la gestión diaria de los ne-
12 gocios de la compañía y atender todos los actos de administración ordinaria que
13 fueren necesarios en relación con dicha gestión.- 14] Movilizar las cuentas co-
14 rrientes, bancarias o comerciales, cheques, letras de cambio, órdenes de pago y
15 demás efectos de comercio. -----
16 OCTAVA: La compañía no podrá otorgar fianzas y avales para garantizar obliga-
17 ciones de terceros, a menos que la Asamblea General de Accionistas decidiera lo
18 contrario. -----
19 NOVENA: La dirección suprema de la compañía corresponde a la Asamblea General
20 de Accionistas, la que tendrá los más amplios poderes, quedándole reservada la de-
21 cisión y resolución de todos los asuntos que este contrato no atribuye especialmen-
22 ta al Presidente y al Director Gerente. Las decisiones para el ejercicio del voto
23 y la validez de las deliberaciones de las Asambleas serán las siguientes: Para
24 cualquier objeto que le sea sometido a la Asamblea y en cualquier convocatoria, in-
25 clusive para los objetos mencionados en el Artículo 280 del Código de Comercio, se
26 necesitará la presencia y el voto favorable de un número de accionistas que repre-
27 senten la totalidad del capital social. -----
28 DECIMA: La Asamblea General Ordinaria de Accionistas se reunirá anualmente dan-
29 tro de los tres (3) meses siguientes al cierre del ejercicio económico de la com-
30 pañia en el lugar y hora que señalen el Presidente y el Director Gerente y que

31 será indicado en la respectiva convocatoria. La Asamblea General Extraordinaria 31
32 de Accionistas se reunirá igualmente por convocatoria de los Administradores, por 32
33 propia iniciativa de éstos o a petición del Comisario o de un número de accionis- 33
34 tas que representen por lo menos la quinta parte del capital social. La convoca- 34
35 toria para las Asambleas Ordinarias o Extraordinarias, deberá de ser publicada en 35
36 un diario de la ciudad de Caracas, con cinco (5) días de anticipación por lo me- 36
37 nos a la fecha señalada para la reunión, pero no será necesaria la formalidad de 37
38 la convocatoria para la validez de la Asamblea si concurre a ella o en ella se en 38
39 cuentra representada la totalidad de las acciones de la compañía. ----- 39

40 DECIMA PRIMERA: El año económico de la compañía será el comprendido entre el 40
41 1° de julio y el 30 de junio de cada año. Al final de cada año económico se cor- 41
42 tarán las cuentas y se formará un Balance General con indicación de la situación 42
43 activa y pasiva de la compañía, todo lo cual se pasará al Comisario. El Balance 43
44 deberá llenar todos los requisitos exigidos por el Código de Comercio, demonstan- 44
45 do con exactitud y evidencian los beneficios realmente obtenidos y las pérdidas su- 45
46 fridas, fijando las pérdidas por el valor que realmente tengan o se les presume. 46
47 A los créditos incobrables no se les dará valor alguno. Verificado el Balance, 47
48 las utilidades líquidas de cada período anual se repartirán en la forma siguiente: 48
49 a) cinco por ciento (5%) por lo menos para formar el fondo de reserva preceptuado 49
50 en el Artículo 262 del Código de Comercio, hasta que dicho fondo alcance una can- 50
51 tidad que equivalga al diez por ciento (10%) del capital social. b) Cualquie- 51
52 ro apartado que disponga la Asamblea dentro de sus atribuciones. c) El remanen- 52
53 te será distribuido entre los accionistas en forma de dividendos, proporcionalmen- 53
54 te a las acciones que posea cada uno y en la oportunidad que fijen los administra- 54
55 dores. Los dividendos declarados y no reclamados no devengarán interés alguno.-- 55

56 DECIMA SEGUNDA: La compañía tendrá un Comisario, quien será elegido por la 56
57 Asamblea General Ordinaria de Accionistas y durará cinco (5) años en el ejercicio 57
58 de sus funciones, pudiendo ser reelegido. ----- 58

59 DECIMA TERCERA: En el caso de que por cualquier motivo no se reúna la Asam- 59
60 blea General Ordinaria de Accionistas en la oportunidad señalada en este documen- 60
61 to, el Presidente, y el Director Gerente y el Comisario, así como cualquier otro 61
62 funcionario que haya sido nombrado por los accionistas, permanecerán en sus cargos 62
63 hasta que dicha Asamblea General Ordinaria u otra Extraordinaria convocada al efec- 63
64 to se celebre y en todo caso hasta que los sucesores que se elijan toman posesión 64

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1 de sus cargos. -----

2 DECIMA CUARTA: En todo lo no especialmente previsto en este documento, la com- 2
3 paña se regirá por las disposiciones contenidas en el Código de Comercio y en las 3
4 leyes especiales que regulan la materia. ----- 4

5 DISPOSICIONES TRANSITORIAS 5

6 PRIMERA: El primer ejercicio económico de la compañía comprenderá desde la fe- 6
7 cha en que comienza su giro hasta el 30 de junio de 1986. ----- 7

8 SEGUNDA: De acuerdo con lo señalado en las Cláusulas Sexta y Décima Tercera los 8
9 cargos de Presidente y Director Gerente, así como el Comisario, serán ejercidos por 9
10 las siguientes personas: PRESIDENTE: Sr. Paul Monahan Mijares; DIRECTOR GERENTE: 10
11 Sr. Roark R. Monahan Mijares y COMISARIO: Lic. Rafael Atlas Alegría, C.P.C.N° 1775, 11
12 todos de nacionalidad venezolana. ----- 12

13 Se autoriza al señor Paul Monahan Mijares para que haga la correspondiente par- 13
14 ticipación al Registro Mercantil. ----- 14

15 Caracas, 11 de diciembre de 1985. ----- 15

16 (Fdos.) Paul Monahan Mijares ----- 16

17 Ingrid Hoffmann de Monahan ----- 17

18 Roark R. Monahan Mijares ----- 18

19 CARACAS, *baterel (14)* DE *enero* - - - DE MIL NOVECIENTOS 19
20 TOS OCHENTA Y SEIS FDS: PAUL MONAHAN MIJARES.- YOLANDA TORI DE GRANADILLO. -SE EX- 20
21 PIDE LA PRESENTE COPIA CERTIFICADA DE PUBLICACION SEGUN PLANILLA N.-14452.- 21
22 ----- 22

23 ----- 23
24 *[Signature]* ----- 24
25 YOLANDA TORI DE GRANADILLO ----- 25
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1 Ciudadano
2 Registrador Mercantil de la Circunscripción Judicial
3 Del Distrito Federal y Estado Miranda
4 SU DESPACHO.
5 Yo, PAUL MONAHAN MIJARES, mayor de edad, de este domicilio, casado, de nacio
6 nalidad venezolana y titular de la cédula de identidad N° 3.667.438, procediendo
7 en mi carácter de Presidente de la compañía MONAHAN MIJARES CONSULTORES C.A., con
8 ~~lo~~ ^{este} ~~respeto~~ ^{respeto} ocupo para presentarle el Documento Constitutivo redactado con la
9 suficiente amplitud para que a su vez sirva de Estatutos Sociales de la mencionada
10 compañía.
11 El capital de la compañía es la cantidad de CIEN MIL BOLIVARES (Bs.100,000,00) ^o
12 dividido en CIEN (100) acciones nominativas de un valor nominal de MIL BOLIVARES
13 (Bs. 1.000,00) cada una, íntegramente suscrito y pagado en el veinte por ciento
14 (20%) de su valor, según consta del Documento Constitutivo y de comprabante anexo.
15 Hago a Usted esta participación a los fines de su registro, fijación y publi
16 cación y ruego se sirva ordenar me expidan dos (2) copias certificadas de la mis
17 ma y del auto que sobre ella recaiga.
18 Caracas, 11 de diciembre de 1985.
19 (fdo.) Paul Monahan Mijares.
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REGISTRO MERCANTIL, ~~LIBRO~~, DE LA ~~INSCRIPCION~~
JUDICIAL DEL EDO. FEDERAL Y DEL MIRANDA
Caracas, Aratree (14) de enero de mil nove
cientos ochenta y seis 1976 y 196. Por presenta
da la anterior participacion. Compañias como han sido las reguladas de ley,
inscribese en el Registro Mercantil junto con el documento presentado: fijese
y publíquese el asiento respectivo: banease el expediente de la Compañia y
archivese original junto con el original de los Estatutos y demás recaudos
acompañados. La presente es un documento publico. El anterior documento redac
tado por Dr. JOSE MIGUEL MARTINEZ se inscribe en el Registro de
Comercio bajo el No. 47 621.0010, Derechos
pagados Bs. 2.275.000 según Planilla No. 2-1135-1976. La
identificación se efectuó así: PAUL MICHAEL ELIZABETH, 2do. C. 20 2000 ✓
3.667.438, 001742071, 001001, 001001

El Registrador Mercantil, ENCUENDE: PRO: VOLUNTAD TONX DE OLIVIA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Raymond Fred Ross- Jones Meyer
Certified Public Interpreter**

Address: Qta. La Milagrosa. Urb. San Roman. Calle Taria
Mobile: (58+212) 991.49.37 email: ray-rossjones@yahoo.com

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TALLAHASSEE, FLORIDA

I, Raymond Fred Ross-Jones Meyer, hereby certify that I have translated the attached

AMENDMENT OF THE CERTIFICATE OF INCORPORATION

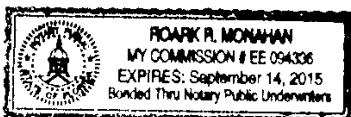
from the Spanish Language into English Language faithfully and accurately, to the best of my knowledge and belief. This translator is accredited as an interpreter for Spanish/English written translations and proceedings by the Ministry of Justice of the Bolivarian Republic of Venezuela. Title published in the Official Gazette No. 38.519, dated September 11, 2006 registered in the Principal Office of Public Registry of the Capital District under N° 102, Volume 19, and inserted in the Fifth Court of First Instance in Civil, Mercantile and Transit for this city on July 20, 2006. In Witness, Whereof, I set my hand and seal these presents, in Caracas, the 29th day of the month of April, 2013.

REPUBLICA BOLIVARIANA DE VENEZUELA
RAYMOND FRED
ROSS-JONES MEYER
PUBLIC INTERPRETER
ENGLISH - SPANISH
GACETA OFICIAL N° 38.519
DATO 11-SEPT-06

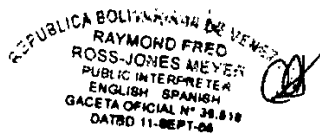


STATE OF FLORIDA
COUNTY OF MIAMI DADE

The foregoing instrument was acknowledged before me this 2nd day of May 2013, by Raymond Fred Ross- Jones Meyer who is personally known to me and has provided Venezuelan ID Card as identification.



Notary Public
Print Name of Notary: Roark R. Monahan
Commission Expires: Sep. 14th, 2015



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(Header): (Logo): Coat of Arms: Ministry of the People's Power for Interior Relations and Justice
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

TRADE REGISTER

For the Judicial Circumscription in and for the Capital District and Miranda State

(Wet ink stamp seal that reads: "Bolivarian Republic of Venezuela – Ministry of the People's Power for Interior Relations and Justice - Trade Register V - Capital District and Miranda State – Caracas, (Crest)"

Doctor: Rodolfo Correa, (Acting) Fifth Trade Registrar

For the Judicial Circumscription in and for the Capital District and Miranda State,

CERTIFIES:

That the following entry, Certificate of Registration, which has been transcribed, whose original is inscribed in Volume 1883 A, Number 20, as well as the Notice, Note and Document copied here are a true translation of its original, that read as follows:

Affixed: Wet ink stamp seal of the Trade Register, described above. Fiscal Income Stamp No. F-02-08338958, valued at Bs. 1000, duly cancelled on Nov. 9, 2004 with the wet ink stamp seal of the trade Register, described above.

Reverse: Blank, except the wet ink stamp seal of the Trade Register described above, affixed on the center of the page, and twice, between the pages, on the right hand margin of this page, and corresponding left hand margin of the next page. All the reverse sides of this document are blank except the page where the text of the document is printed. The wet ink stamp seals are affixed in the same manner as described above, between the pages on the margins. -----

Affixed on the top right hand corner: "197255". Wet ink stamp that reads: "Dr. Carla del Solar – Inpreabogado (Lawyers' Social Welfare Institute, by its acronym in Spanish) No. 10,605". (Signed): Illegible.

Citizen

Trade Registrar V

Judicial Circumscription in and for the Metropolitan Area of Caracas and Miranda State.

At you Office.-

I, Oswaldo Lopez, Venezuelan, of legal age, from this domicile, bearer of Identity card number V-9,096,157, duly authorized to act according to the Minutes of the Extraordinary Meeting of MONAHAN MIJARES CONSULTORES C.A., a limited company. From this domicile, registered at the Office of the Trade Register V, under No. 20, Volume 51 A Qto., on August 19, 1996, come before you to accompany copy of the Minutes of the Extraordinary Meeting of the Company, held on August 21, 2006, where it was decided to:

1.- Extend the duration of the company for another term of 10 years.

2.- Appointment of ROORK RONALD MONAHAN, President, RICARDO IGLESIAS, Managing Director of the company; ratification of TRINA PEÑA, Commissary of the company.

I am presenting this Notice for the purpose of its inscription, registry and subsequent publication.-

It is justice,- Caracas, August 25, 2006.-

(Signed): Illegible, Oswaldo Lopez. ID: V-9,096,157.

Affixed: Two (02) Fiscal Income Stamps valued at 0.05 U.T. (Tributary Units, by their initials in Spanish), duly cancelled by the wet ink stamp seal of the Trade Register V, described above. -----

(Header): (Logo): Coat of Arms: Ministry of the People's Power for Interior Relations and Justice

TRADE REGISTER

For the Judicial Circumscription in and for the Capital District and Miranda State Caracas, August Twenty-nine (29), 2008, 198 and 149. *Affixed: wet ink stamp seal of the Trade Register V, described above.*

Having presented the previous Notice, an having complied with, as they have been, the requisites of the Law, inscribe it in the Trade Register together with the document being presented, post it, and publish the respective entry. Proceed in accordance with the request and add the original to the docket with the accompanying attachments. Issue a certified copy with the insertion of this writ for the purpose of its publication. Provide a copy for the purpose of complying with Art. 226 of the Code of Commerce.

The previous document was prepared by: Carla del Solar

It is inscribed under No. 20, Volume 1883A

Tariff duties: Bs.F 352.70, according to form No. 129268

Fiscal duties Bs.F 59.80, according to form No. 463645

Identification was carried out as follows: Oswaldo Lopez, ID V-9,096,157

(Signed) Illegible. (Acting Trade Registrar V. Dr. Rodolfo Correa. *Affixed, wet ink stamp seal of the Trade Register V, described above.*

(M) This page belongs to: Monahan Mijares Consultores C.A. -----

(Header): *Affixed, wet ink stamp that reads: "Dr. Carla del Solar – Inpreabogado No. 10,605".* (Signed): Illegible.

The undersigned, ROORK RONALD MONAHAN MIJARES, Venezuelan, of legal age, from this domicile, bearer of identity card number V-3,978,779, acting in my capacity as Managing Director of the limited company, from this domicile, MONAHAN MIJARES CONSULTORES C.A., registered before the Office of the First Trade Register of the Judicial Circumscription in and for the Capital District and Miranda State, under No. 20,

Volume 51 A Qto., dated August 19, 1996, certify that the copy which is transcribed below is a true translation of its original that can be found in the Book of Minutes of the General Meeting of the shareholders of the above mentioned company, that copied, word for word reads as follows:

"Minutes of the Extraordinary Meeting of the Shareholders of the company MONAHAN MIJARES CONSULTORES C.A., which was held on August 21, 2008".

In the city of Caracas, today, August 21, 2008, being the day and time set to hold an Extraordinary Meeting of the Shareholders, at the head office of Monahan Mijares Consultores C.A., (the following) were found to be present: ROORK RONALD MONAHAN Mijares, bearer of identity card No. V-3,978,779, owner of four (4) shares, the shareholder, INGRID HOFFMANN DE MONAHAN, bearer of identity card No. V-3,180,89, owner of forty-eight (48) shares, and the shareholder, PAUL MONAHAN MIJARES, bearer of identity card No. V-3,667,438, owner of four (4) shares; and as invited guest, Mr. RICARDO IGLESIAS, bearer of identity card number V-11,920,159. As the totality of the shareholders who represent 100% of the share capital were gathered together, the notice calling for a Meeting, published in the press was dispensed with, and following, the Extraordinary Meeting of the Shareholders was declared legally constituted.- The Managing Director, ROORK RONALD MONAHAN presided the Meeting, who proceeded to read the agenda for the day which went as follows: FIRST POINT: Extension of the term of the duration of the company.- SECOND POINT: Appointment of the President and Managing Director of the company, and ratification of the Commissary of the company, for the same term of 10 years. Following, the Managing Director states the first point on the Agenda, and expresses the urgency of EXTENDING the duration of the company, as it had expired. Having reviewed the considerations expressed by the Managing Director, the Shareholders UNANIMOUSLY APPROVED THE EXTENSION of the term of the duration of the company; for the same term of 10 years, beginning on this date and until August 21, 2018; and consequently UNANIMOUSLY APPROVED the amendment of the THIRD ARTICLE of the Corporate Charter and Bylaws in the following manner: "THIRD ARTICLE: The term of the duration of the company shall be 10 years, counting from August 21, 2008 until August 21, 2018.- Said term may be reduced or extended by means of a decision adopted by the General Meeting of the Shareholders". In the following act, the Shareholders went on to deliberate regarding the SECOND POINT of the Agenda, the appointment of the President the Managing Director and ratification of the Commissary of the company. After having tabled the point, the Shareholders accept the resignation to the office of the President, presented by Paul Monahan, and grants him an ample discharge for his services; and UNANIMOUSLY APPROVES the appointment of ROORK RONALD MONAHAN MIJARES, bearer of identity card number V-3,978,799, PRESIDENT; naming RICARDO IGLESIAS, bearer of identity card number V-11,920,159,

REPUBLIC OF VENEZUELA
RAYMOND P. ROSS-JONES
PUBLIC INTERPRETER
ENGLISH-SPANISH
GACETA OFICIAL N° 34.519
DATO 11-SEPT-08

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MANAGING DIRECTOR, who, being present at the Meeting as an invited guest, accepted the appointment; and the ratification of TRINA PEÑA, COMMISSARY, all for the same period of 10 years. Having approved the point, the Shareholders APPROVED the amendment of the FORTEENTH Clause in the following manner: "For every act not specifically provided for in this document, the company shall be regulated by the provisions set forth in the Code of Commerce and in the special Laws that regulate the matter. For the next 10 year term, the following appointments were made: PRESIDENT: ROORK RONALD MONAHAN MIJARES, MANAGING DIRECTOR: RICARDO IGLESIAS, and ratified as COMMISSARY: TRINA PEÑA ISAYA".

In the following act, the Shareholders authorized Oswaldo Lopez and Ricardo Iglesias, bearers of identity card numbers V-9,096,157, and V-11,920,159 such that separately, carry out the register procedures, inscription and publication, present the Minutes and sign the respective protocols.-

Not having any other point to deal with, the meeting was adjourned, with those present, signing, acknowledging their agreement.

(Signed): ROORK RONALD MONAHAN MIJARES, (Signed): PAUL MONAHAN MIJARES, (Signed): INGRID HOFFMANN DE MONAHAN, (Signed): RICARDO IGLESIAS, (Signed): TRINA PEÑA.

(Signed): Illegible

(Signed): Illegible (Acting) Trade Registrar V. *Affixed, wet ink stamp seal of the Trade Register V, described above.*

Reverse: Blank except for the wet ink stamp seal of the Trade Register V, described above.

This is a true translation of the attached document, written in the Spanish language, translation which I am making at the request of the interested party in the city of Caracas, today, April 29, 2013.-----

REPUBLICA BOLIVARIANA DE VENEZUELA
RAYMOND FREY
ROSS-JONES MEYER
PUBLIC INTERPRETER
ENGLISH - SPANISH
GACETA OFICIAL N° 26.619
DATED 11-SEPT-06

12 MAY 2013 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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13 MAY 17 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTRO MERCANTIL V

DE LA CIRCUNSCRIPCION JUDICIAL DEL DISTRITO CAPITAL Y ESTADO MIRANDA

Caracas,

29 de

198 y 149

del

Presentada la anterior participación y cumplidos como han sido los requisitos de ley, inscribase en el Registro Mercantil junto con el documento presentado, fijese y publíquese el asiento respectivo.

Procedase de conformidad con lo solicitado y agrégese original al expediente con los recaudos acompañados. Expídase copia certificada con inserción del presente auto a los fines de su publicación. Librese copia a objeto de dar cumplimiento con lo establecido en el Art. 226 del Código de Comercio.

El anterior documento redactado por: **CARLA DEL SOLAR**

Se inscribe bajo el Nro. **20** Tomo **1883 A**

Derechos arancelarios Bs.F **352,7** según planilla Nro. **129268**

Derechos fiscales Bs.F **59,80** según planilla Nro. **463645**

La Identificación se efectuó así:

OSWALDO LOPEZ V-9.096.157

Registrador Mercantil V (Suplente)

Dr. Rodolfo Correa

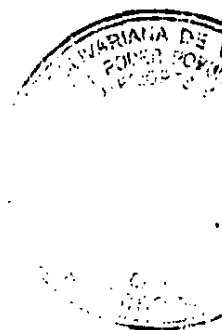
(M) Esta página pertenece a:

MONAHAN MIJARES CONSULTORES C.A.

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13 MAY 17 PM 4:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



[Handwritten signature]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Quien suscribe, **ROORK RONALD MONAHAN MIJARES**, venezolano, mayor de edad, de este domicilio, titular de la cédula de identidad número **V-3.978.779**, en mi carácter de **DIRECTOR GERENTE** de la sociedad mercantil, de este domicilio **MONAHAN MIJARES CONSULTORES C.A.**, inscrita ante la Oficina de Registro Mercantil Primero de la Circunscripción Judicial del Distrito Capital y Estado Miranda, bajo el N° 20, Tomo 51 A Qto. de fecha 19 de agosto de 1996, certifica que la copia que a continuación se transcribe es traslado fiel de su original que se encuentra en el Libro de Actas de Asambleas de Accionistas de la mencionada compañía, el cual copiado de la letra es del tenor siguiente:

"Acta de Asamblea Extraordinaria de Accionistas de la compañía MONAHAN MIJARES CONSULTORES C.A." celebrada el día 21 de agosto del 2008"

En la ciudad de Caracas, hoy 21 de agosto del 2008, siendo el día y la hora fijado para celebrar una Asamblea Extraordinaria de Accionista en la sede social de **MONAHAN MIJARES CONSULTORES C.A.**, se encontraban presente el accionista, **ROORK RONALD MONAHAN MIJARES**, titular de la cédula de identidad N° **V-3.978.779**, propietario de cuatro (4) acciones, la accionista **INGRID HOFFMANN** de **MONAHAN**, titular de cédula de identidad N° **V-3.180.869** propietaria de cuarenta y ocho (48), acciones y el accionista **PAUL MONAHAN MIJARES**, titular de la cédula de identidad N° **V-3.667.438** propietario de cuarenta y ocho (48) acciones; y como invitado el señor **RICARDO IGLESIAS**, titular de la cédula de identidad número **V-11.920.159**. Como quiera que se encuentran reunidos la totalidad de los accionistas que conforman el 100% del capital social, se ha prescindido de la publicación en la prensa de la convocatoria para la Asamblea, y seguidamente se declaró legalmente constituida la Asamblea Extraordinaria de Accionistas.- Preside la Asamblea, el **DIRECTOR GERENTE, ROORK RONALD MONAHAN MIJARES**, quien procedió a dar lectura al Orden del Día, el cual es del tenor siguiente- **Punto Primero: Prorroga del término de duración de la empresa.- Punto Segundo: Nombramiento de Presidente y Director Gerente de la empresa y ratificación del Comisario de la**

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compañía, por el mismo periodo de 10 años. Seguidamente el **DIRECTOR GERENTE**, pone de manifiesto a la Asamblea el **punto Primero** del Orden del Día, y expone la urgencia de **PRORROGAR el término de duración** de la empresa, debido que el mismo se encuentra vencido. Visto las consideraciones expresadas por el Director Gerente, la Asamblea **APRUEBA POR UNANIMIDAD PRORROGAR el término de duración de la compañía; por el mismo lapso 10 años, a partir de la presente fecha y hasta el 21 de agosto del 2018; y en consecuencia APRUEBA POR UNANIMIDAD modificar el ARTICULO TERCERO de Los Estatutos Sociales de la forma siguiente. "Artículo Tercero: El plazo de duración de la compañía será de 10 años, constados a partir desde el 21 de agosto del 2008 hasta el 21 de agosto del 2018.- Dicho lapso podrá reducirse o ampliarse mediante decisión que adopte la Asamblea General de Accionistas."** Acto seguido la Asamblea pasa a deliberar sobre el **PUNTO SEGUNDO DEL ORDEN DEL DÍA, Nombramiento del Presidente, del Director Gerente y ratificación del Comisario** de la empresa. Puesto de manifiesto el punto, la ASAMBLEA acepta la renuncia al cargo de Presidente, presentada por **PAUL MONAHAN**, y le otorga amplio finiquito a su gestión; y **APRUEBA POR UNANIMIDAD nombrar a ROORK RONALD MONAHAN MIJARES**, titular de la cédula de identidad número **V-3.978.779 PRESIDENTE**; a **RICARDO IGLESIAS**, titular de la cédula de identidad número **V-11.920.159**, Director Gerente, quien presente en la Asamblea como invitado, en este acepta el cargo y ratificar a **TRINA ADELA PEÑA**, **COMISARIO**, todos por el mismo periodo de 10 años. Aprobado el punto, la Asamblea **APRUEBA** modificar la cláusula **DECIMA CUARTA**, en la forma siguiente: "En todo lo no previsto en este Documento, la compañía se registrará por las disposiciones del Código de Comercio y en las leyes especiales que rigen la materia. Para el próximo lapso de 10 años se hicieron los siguientes nombramientos: **PRESIDENTE: ROORK RONALD MIJARES, DIRECTOR GERENTE: RICARDO IGLESIAS**, y se ratifica como **COMISARIO TRINA PEÑA ISAYA**".

Acto seguido la Asamblea autoriza a **OSWALDO LOPEZ** y a **RICARDO IGLESIAS**, titulares de las cédulas de identidad números **V- 9.096.157, y V-11.920.159** para que en

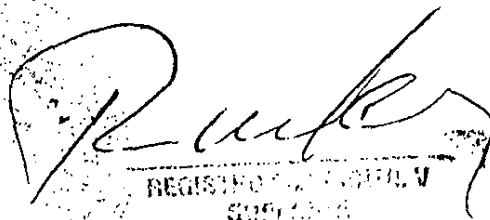
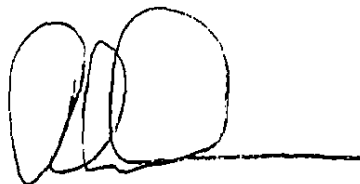


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forma separada, realicen trámites de registro, inscripción y publicación, presentar el Acta y firmar los Protocolos respectivos.-

No habiendo otro punto que tratar, se levantó la sesión, la cual firman los presentes en señal de conformidad

(fdo.) ROORK RONALD MONAHAN MIJARES (fdo) PAUL MONAHAN
MIJARES (fdo) INGRID HOFFMANN de MONAHAN (fdo) RICARDO IGLESIAS
(fdo) TRINA PEÑA.



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