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Patent, Trademark & Copyright Law

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Friday, April 26, 2002  
**FD20000002553**

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

5/14

10000555111--2  
-05/16/02--01053--006  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: Gran Pollo, Ltda  
Domestication of Foreign Corporation  
Our file No. 21587

MJH

Dear Sir/Madam:

Enclosed please find the application by foreign corporation for authorization to transact business in Florida, for the above referenced entity, along with our check to cover the pertinent filing fees.

If you have any questions or comments in regard to this matter, please do not hesitate to contact us.

Very truly yours,

*[Handwritten Signature]*  
for: Jesus Sanchelima, Esq.

02 MAY 16 AM 9:36  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

JS/gc  
Enclosures: application, check and card.

**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. Gran Pollo Ltda  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Colombia 3. N/A  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. Feb. 9, 2001 5. Feb. 9, 2016  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. Calle 37 No. 80-36, Local 111  
Medellin, Antioquia, Colombia  
(Current mailing address)

8. commercialization of food products  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: SANCHELIMA & ASSOC., P.A.

Office Address: 235 SW LeJeune Road

Miami, Florida, 33137  
(Zip Code)

SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
02 MAY 16 AM 9:36  
FILED

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.*

[Signature]  
(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

B. OFFICERS

President: Juan Carlos Botero Gutierrez

Address: Calle 37 NO. 80-36 Local 11

Medellin, Colombia

Vice President: Diego Botero

Address: Calle 37 NO. 80-36 Local 11

Medellin, Colombia

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

13.

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Diego Botero-Vice-President

## CERTIFICADO DE EXISTENCIA Y REPRESENTACION

EL SECRETARIO DE LA CAMARA DE COMERCIO DE MEDELLIN PARA ANTIOQUIA, con fundamento en las matrículas e inscripciones del registro mercantil,

## I. CERTIFICA

NOMBRE GRAN POLLO LTDA.

DOMICILIO MEDELLIN

SUCURSAL RIONEGRO (Antioquia)

## II. CERTIFICA

MATRICULA NRO. 21-278635-3

## III. CERTIFICA

CONSTITUCION: Que por escritura pública No.494, otorgada en la Notaría 4a. de Medellín, del 09 de febrero de del año 2001, inscrita en esta Cámara de Comercio el 15 de febrero del año 2001, en el libro 9o., folio 209, bajo el No.1462, se constituyó una sociedad comercial de responsabilidad limitada denominada:

GRAN POLLO LTDA.

## IV. CERTIFICA

REFORMAS: Que hasta la fecha la sociedad no ha sido reformada.

## V. CERTIFICA

VIGENCIA: Que la sociedad no se halla disuelta y su duración es la siguiente: Hasta el 09 de febrero del año 2016.

## VI. CERTIFICA

OBJETO SOCIAL PRINCIPAL DE LA SOCIEDAD: El objeto social principal consiste en la comercialización de pollos asados a la brasa y proveedor de productos alimenticios, como salsas, pollos, naranjas, ensaladas, comidas rápidas etc.; la adquisición de bienes muebles e inmuebles, maquinaria y demás bienes que sean necesarios para cumplir el objeto social, la compra y venta de toda clase de bienes y servicios con el ánimo de expendérselos a quienes lo requieran y en general ejecutar todos los actos civiles o comerciales.

En desarrollo de este objeto puede realizar toda clase de actos o contratos (sic), adquirir y enajenar bienes muebles e inmuebles, darlos en prenda o hipotecarlos de acuerdo con su naturaleza, abrir cuentas corrientes, adquirir empréstitos, firmar letras, pagarés, etc., y ejecutar en general todas las actividades relacionadas directa o indirectamente con el cumplimiento de los bienes enunciados.

Podrá comprar, vender, arrendar, recibir en usufructo y entregar al mismo título, enajenar o gravar a cualquier título toda clase de bienes muebles, inmuebles, dar en prenda los primeros e hipotecar los segundos, tomar o dar dinero en préstamo a interés, endosar, adquirir, aceptar, cobrar, protestar, pagar o cancelar títulos valores o cualquier efecto de comercio y aceptarlos en pago, obtener derechos de propiedad sobre marcas, dibujos, insignias, patentes y privilegios.

La promoción y formación de empresas de la misma índole o de negocios directamente relacionados con su objeto principal y el aporte a ellas de toda clase de bienes, la celebración de contratos de sociedad o de

[sociación para la explotación de negocios que constituyen sus objeto o que se relacionen con, la adquisición o enajenación a cualquier título de intereses, participaciones o acciones de empresas de la misma índole o afines, que se relacionen con su actividad, la representación o agencia de personas naturales ó jurídicas dedicadas a las mismas actividades a aquellas que se relacionen directamente con su objeto y para hacer ya sea en sus propio nombre o por cuenta de terceros o en participación con ellos las operaciones que sean necesarias o convenientes para el logro de los fines que la sociedad persigue y que de manera directa se relacionen con ellos, tambien la representación en Colombia o en el extranjero de firmas nacionales y extranjeras relacionadas con el objeto social de la compañía.

Podrá abrir cuentas bancarias, manejarlas, verificar todas las operaciones o transacciones bancarias que sean necesarias para las operaciones comerciales ordinarias de la sociedad, participar como socio en otra u otras sociedades adquiriendo cuotas partes en ellas; podrá igualmente tomar dinero a interés, girar, endosar, adquirir, aceptar, cobrar, protestar, pagar, cancelar títulos valores o cualquier otro efecto de comercio, aceptar pagos y en general hacer en cualquier parte sea en su propio nombre o por cuenta de terceros o en participación con ellos toda clase de operaciones y ejecutar o celebrar actos o contratos legalmente, bien del orden civil, industrial, comercial, en general que sean convenientes para el logro de los fines que la misma sociedad persigue y que se relacionen con el objeto y el cumplimiento de los fines enunciados en el objeto, la sociedad podrá celebrar todo tipo de negocios tales como de compra venta, permuta, mandato, préstamo, arrendamiento, cuenta corriente, suministro, depósito, hipoteca, prenda, transacción, aceptación, endoso, negociación, cobro y descargo de títulos valores etc., sin que en modo alguno esta enunciación sea taxativa, pues para la plena realización de la empresa social, puede la compañía con la intervención del órgano competente celebrar cualquier otro acto o contrato y en general todas las actividades que de una u otra manera favorezcan a la compañía, pues las aquí mencionadas no son taxativas sino meramente enunciativas.

La sociedad podrá desarrollar todo tipo de comercio lícito.

VII. CERTIFICA

CAPITAL Y SOCIOS: Que el capital de la sociedad es de \$20.000.000, dividido en 20.000 cuotas de un valor de \$1.000 cada una, distribuido así:

SOCIOS	No. CUOTAS	TOTAL APORTES
MARTHA GUTIERREZ DE BOTERO	5.000	\$5.000.000
DIEGO BOTERO GUTIERREZ	5.000	5.000.000
JUAN CARLOS BOTERO GUTIERREZ	5.000	5.000.000
LUIS FERNANDO BOTERO GUTIERREZ	5.000	5.000.000

VIII. CERTIFICA

GERENTE: El gobierno de la sociedad, la administración de los establecimientos de comercio y la representación legal de la empresa, están a cargo de un Gerente, el cual será reemplazado en sus faltas absolutas, accidentales o temporales por un Subgerente, con las mismas facultades y atribuciones conferidas al Gerente.

NOMBRAMIENTOS:

Que los nombramientos fueron efectuados por escritura de constitución así:

CARGO	NOMBRE	CEDULA
-------	--------	--------

VALIDO UNICAMENTE POR ESTA CARA

© CADENA S.A. COMPAÑIA DE ARTES GRAFICAS INT. ESPECIALIZADA TEL. 274 6863 MEDELLIN

GERENTE JUAN CARLOS BOTERO GUTIERREZ 71638014

SUBGERENTE DIEGO BOTERO GUTIERREZ 98541789

IX. CERTIFICA

REPRESENTANTE LEGAL O GERENTE: Actuará con las siguientes funciones:

- a) Representar a la sociedad en todo acto usando el nombre de la misma.
- b) Ejercer los acuerdos de la Junta de Socios.
- c) Nombrar y remover empleados subalternos fijándoles sus funciones y sus sueldos y velar por el cumplimiento de sus deberes.
- d) Contratar apoderados judiciales y extrajudiciales para actos determinados y concretos.
- e) Ejecutar los actos y celebrar los contratos tendientes a llenar los fines sociales de la compañía.
- f) Preparar, estudiar y presentar a la Junta de Socios, los balances, estado de pérdidas y ganancias y el proyecto de distribución de utilidades.
- g) Organizar lo relativo al pago oportuno del personal a su cargo, incluyendo sus prestaciones sociales cuando sea el caso.
- h) Constituir apoderados judiciales o extrajudiciales.
- i) El Gerente podrá celebrar actos y contratos en nombre y representación de la sociedad sin ninguna limitación, por la naturaleza o la cuantía de las mismas, todas las que por ley le correspondan.

X. CERTIFICA

PROHIBICIONES: La sociedad no podrá constituirse garante de obligaciones de terceros, salvo que de ello se deriven beneficios para los intereses sociales y que sea aprobado por la Junta de Socios con el voto favorable de un número de Socios que represente no menos del 70% de las cuotas en que se divide el capital social.

XI. CERTIFICA

APERTURA SUCURSAL: Que por Acta No. 02 del 2 de marzo de 2001, de la Junta de Socios, registrada en esta Entidad el 3 de mayo de 2001, en el libro 6o., folio 276, bajo el No. 1931, mediante la cual se aprobó la Apertura de una Sucursal en el municipio de Rionegro.

XII. CERTIFICA

NOTIFICACION DE DIRECCION JUDICIAL:

CLL 37 # 80-36 LOC. III

MEDELLIN

Que en la Cámara de Comercio de Medellín para Antioquia no aparece inscripción posterior a la anteriormente mencionada, de documentos referentes a reforma, disolución, liquidación o nombramiento de representantes legales de la expresada sociedad.

Fecha de Renovación Renovo por el corriente año  
Fecha de Expedición Medellín 04 de Septiembre de 2001 09:28

  
DORA GOMEZ MEJIA



DIRECCION DE IMPUESTOS  
Y ADUANAS NACIONALES

811 026 770 8

NÚMERO DE IDENTIFICACION TRIBUTARIA D.V.

CODIGO 11 ADMINISTRACION MEDELLIN

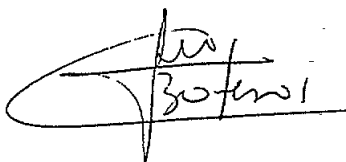
GRAN POLLO LTDA

FECHA DE EXPEDICION 2001/03/05 CONTROL DE EXPEDICIONES

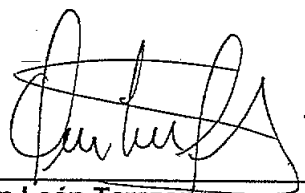


GRAN POLLO LTDA  
BALANCE INICIAL  
A FEBRERO 16 DE 2.001

ACTIVOS		PASIVOS	
ACTIVOS CORRIENTES			0
Disponible	\$20.000.000	PATRIMONIO	
		Capital Suscrito y Pagado	\$20.000.000
<b>TOTAL ACTIVOS CORRIENTES</b>	<b><u>\$20.000.000</u></b>	<b>TOTAL PATRIMONIO</b>	<b><u>\$20.000.000</u></b>
<b>TOTAL ACTIVOS</b>	<b>\$20.000.000</b>	<b>TOTAL PASIVO+PATRIMONIO</b>	<b>\$20.000.000</b>



Juan Carlos Botero Gutiérrez  
Representante Legal  
CC 71.638.014



Juan León Tarazona  
Contador Público  
Matricula 30862-T

## CERTIFICATE OF EXISTENCE AND REPRESENTATION

The Secretary for the Medellin of Antioquia Chamber of Commerce, based on the registrations and inscriptions of the mercantile register,

I. CERTIFIES

NAME GRAN POLLO LTDA.  
DOMICILE MEDELLIN  
COUNTY RIONEGRO (Antioquia)

II. CERTIFIES

REGISTRATION NO. 21-278635-3

III. CERTIFIES

CONSTITUTION: That by Public Scripture No. 494, authorized by the 4a. Notary Public of Medellin, on the 9<sup>th</sup> day of February of 2001, registered with this Chamber of Commerce on the 15<sup>th</sup> day of February of 2001, in the Book 9o., Folio 209, under No. 1462, a commercial society was constituted with limited responsibility, named:

GRAN POLLO LTDA.

IV. CERTIFIES

REFORMS: Up to this date, the society has not been reformed.

V. CERTIFIES

DURATION: The company not having dissolved and its duration is the following: until the 9<sup>th</sup> day of February of 2016.

VI. CERTIFIES

PRINCIPAL SOCIAL OBJECTIVE OF THE COMPANY: The principal social objective consists of the commercialization of rotisserie chicken and a provider of food products, namely, sauces, chickens, oranges, salads, fast food, etc.; the acquisition of assets and real estate, machinery and other goods necessary in order to achieve the social objective, the purchase and sale of all types of goods and services with the intent to give them to those who require it and in general execute all civil or commercial acts.

While developing this objective, the company can perform all types of acts or contracts (sic), acquire or transfer assets or real estate, give them as a pledge or mortgages

according with its nature, open bank accounts, acquire XXX, sign correspondence, checks, etc., and execute in general all activities directly or indirectly related to the fulfillment of said goods.

The company can buy, sell, rent, receive and give titles, alienate or record any title from assets, real estate, give assets as a pledge or mortgage real estate property, take or give money as a loan with interest, endorse, acquire, accept, bill, protest, pay or cancel valuable titles or whatever other commercial effects and accept them as payment, obtain property rights over trademarks, drawings, logos, patents, and privileges.

The promotion and creation of companies of the same kind or of business directly related with the company's principal objective and supply them with all kinds of goods, creating social contracts or of associations for the exploitation of business that constitute its objectives or that relate to, the acquisition or alienation of whatever title of interest, participation or company actions of the same kind or affinity, that relate to its activity, the representation or agency of natural or legal people dedicated to the same activities to those that directly relate to its objective and to do by means of its own company or by third parties or in conjunction with them the operations that are necessary or convenient for the accomplishment of the goals the company wants to achieve and that relate directly to it, also the representation in Colombia or in a foreign country of national and international companies related to the social objective of the company.

Will be able to open bank accounts, manage them, verify all its operations or banking transactions that are necessary for the commercial operations common to the company, participate as a member of another or other societies, acquiring shares from them; will also be able to acquire loans with interest, transfer, endorse, acquire, accept, bill, protest, pay, cancel valuable titles or whatever other commercial effects, accept payments and in general do wherever, be it under its own name or through third parties or in conjunction with third parties all kinds of operations and execute or create acts or contracts legally, whether civil, industrial, commercial, in general that they be for the good of achieving the company's goals and that they relate to the objective and accomplishment of the goals outlined in the objective, the company will be able to do all kinds of business such as buying-selling, exchange, mandates, loans, renting, bank accounts, supplies, deposits, mortgages, pledges, transactions, acceptances, endorses, negotiations, billing and release of valuable titles etc., without this declaration in any way be taxative, since for the realization of this company, the company can with the intervention of a competent organism, perform any other act or contract and in general all activities that by one way or the other favor the company, since the ones above mentioned are not taxatives, but simply a declarative.

The company will be able to develop all types of licit commerce.

## VII. CERTIFIES

**CAPITAL AND PARTNERS:** That the capital of the company is \$20,000,000, to be divided en 20.000 shares with a value of \$1.000 for each share, distributed in the following way:

PARTNERS	NO. SHARES	TOTAL VALUE
Martha Gutierrez de Botero	5.000	\$5,000.000
Diego Botero Gutierrez	5.000	5,000.000
Juan Carlos Botero Gutierrez	5.000	5,000.000
Luis Fernando Botero Gutierrez	5.000	5,000.000

#### VIII. CERTIFIES

**PRESIDENT:** The board of directors of the company, the administrators of the commercial establishments and the legal representatives of the company, are under the responsibility of the President, who will be replaced in his absences, accidental or temporary by a Vice President, with the same faculties and attributes conferred on the President.

#### APPOINTMENTS:

That the appointments were executed according to the constitution as follows:

POSITION	NAME	ID
PRESIDENT	Juan Carlos Botero Gutierrez	71638014
VICE PRESIDENT	Diego Botero Gutierrez	98541789

#### IX. CERTIFIES

**LEGAL REPRESENTATIVE OR PRESIDENT:** Will perform the following duties:

- a) Represent the company in all acts using the name of the same.
- b) Execute the agreements of the Board of Members
- c) Appoint and remove subordinate employees, specifying their duties and their salaries and make sure that they execute their duties.
- d) Contract judicial and extrajudicial agents for specific and concrete acts.
- e) Execute the acts and create contracts that help meet the goals of the company.
- f) Prepare, study and present to the Board of Members, the balances, losses and profits and the projected distribution of utilities.
- g) Organize the payment of salary to the employees under his command, including his social services when necessary.
- h) Constitute judicial and extrajudicial agents.
- i) The President will be able to perform acts and create contracts in the name of and in representation of the company without any limitations, because of the nature of his position or the quantity of the same, all that by law correspond to him.

X. CERTIFIES

PROHIBITIONS: The company cannot constitute itself as guarantor of third-party obligations, unless by doing so will gain benefits in the interest of the company and it shall be approved by the Board of Members with a favorable vote by a certain number of members that represents no less than 70 percent of the shares in which the total capital is divided.

XI. CERTIFIES

OPENING OF ESTABLISHMENT: That by Act No. 02 dated this 2<sup>nd</sup> day of March of 2001, by the Board of Members, registered with this Entity on the 3<sup>rd</sup> day of May of 2001, in Book 6, Folio 276, under the No. 1931, through which the opening of this establishment was approved in the Rionegro Municipality.

XII. CERTIFIES

NOTIFICATION OF JUDICIAL ADDRESS: ...

Calle 37 No. 80-36, Local 111  
Medellin

That in the Chamber of Commerce of Medellin of Antioquia appears no subsequent inscription for the above-mentioned address, of documents referring to a reform, dissolution, liquidation or appointment of legal representatives of the mentioned company.

Date of Renewal: Renewed for the current year  
Date of Resolution: Medellin, September 4, 2001, 9:28

Dora Gomez Mejia

DIAN (Direccion de Impuestos y Aduanas Nacionales)  
National Customs and Taxes Agency

Tax Identification No. 811 026 770 8

Code  
Administration: Medellin

GRAN POLLO LTDA

Date of Resolution: May 3, 2001

Control of Resolutions

GRAN POLLO LTDA  
INITIAL BALANCE  
FEBRUARY 16, 2001

<b>ACTIVES</b>		<b>PASSIVES</b>		0
<b>CURRENT ACTIVES</b>				
		<b>INHERITANCE</b>		
Available	\$20,000.000	Subscribed and Paid Capital		
				\$20,000.000
<b>TOTAL CURRENT ACTIVES</b>	<u><b>\$20,000.000</b></u>	<b>TOTAL INHERITANCE</b>		<u><b>\$20,000.000</b></u>
<b>TOTAL ACTIVES</b>	<b>\$20,000.000</b>	<b>TOTAL PASSIVE + INHERITANCE</b>		<b>\$20,000.000</b>

Signature  
Juan Carlos Botero Gutierrez  
Legal Representative  
ID: 71.638.014

Signature  
Juan Leon Tarazona  
Public Accountant  
Registration No. 30862-T