

F04 000003974

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

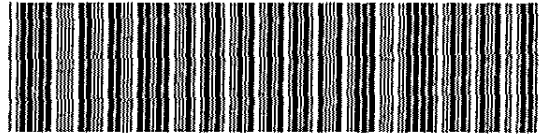
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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06/24/04--01058--006 **87.50

07/13/04--01041--024 **1150.00

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06/24/04 09:00:00

07/13/04 09:00:00

F04-3974
JR



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 25, 2004

RUSSELL N. RIPPAMONTI
5000 BANK ONE CENTER, 1717 MAIN STREET
DALLAS, TX 75201

SUBJECT: CONSERVAS PANAMENAS SELECTAS, S.A.
Ref. Number: W04000024597

We have received your document for CONSERVAS PANAMENAS SELECTAS, S.A. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1150.00.

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) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 004A00042012

OFFICE OF THE
CLERK OF THE
STATE OF FLORIDA

JUN 25 13 44 00 27

FILED

FISH & RICHARDSON P.C.

Frederick P. Fish
1855-1930

W.K. Richardson
1859-1951

5000 Bank One Center
1717 Main Street
Dallas, Texas
75201

Telephone
214 747-5070

Facsimile
214 747-2091

Web Site
www.fr.com

Russell N. Rippamonti
(214) 292-4031

Email
rippamonti@fr.com

July 8, 2004

Via Federal Express

Tammi Cline
Document Specialist
Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399



BOSTON

DALLAS

DELAWARE

NEW YORK

SAN DIEGO

SILICON VALLEY

TWIN CITIES

WASHINGTON, DC

Re: Conservas Panamenas Selectas, S.A.
Ref. No.: W04000024597
Letter Number: 004A00042012
Our Ref.: 17129-002FL1

Dear Ms. Cline:

In reference to your letter of June 25, 2004 (copy enclosed), please find our client's check in the amount of \$1150.00.

Your office retained the Application by Foreign Corporation for Authorization to Transact Business in Florida. Therefore, please proceed with this filing, and provide us with the confirmation of same as soon as possible in order that we may proceed with filing trademark applications on behalf of our client.

If you have any questions, please let us know.

Sincerely yours,

Russell N. Rippamonti

RNR:sb
Enclosures

90082971.doc

FILED
JUL 13 11 08 27
TALLAHASSEE FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CONSERVAS PANAMENAS SELECTAS, S.A.
(Name of corporation - must include suffix)

Dear Sir or Madam:

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

Please return all correspondence concerning this matter to the following:

Russell N. Rippamonti
(Name of Person)

Fish & Richardson P.C.
(Firm/Company)

5000 Bank One Center, 1717 Main Street
(Address)

Dallas, Texas 75201
(City/State and Zip code)

For further information concerning this matter, please call:

Russell N. Rippamonti at (214) 292-4031
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration 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. CONSERVAS PANAMEÑAS SELECTAS, S.A. (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. PANAMA 3. (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. AUGUST 22, 1958 5. PERPETUAL (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. JUNE 3, 2003 (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. VIA BOLIVAR, TRANSISTMICA - PANAMA, PANAMA (Principal office address)

APARTADO POSTAL 08-16-01915, PANAMA 5, PANAMA (Current mailing address)

8. MANUFACTURE AND COMMERCIALIZE FOOD PRODUCTS - TRADEMARK "DEL PRADO" (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: JOHN GALLAGHER

Office Address: 739 BLUE ROAD

CORAL GABLES, Florida 33146 (City) (Zip code)

RECEIVED STATE DEPARTMENT OF REVENUE FLORIDA JUN 19 AM 8:20 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.

(Registered agent's signature) JOHN GALLAGHER

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: MAX DELVALLE (DECEASED)

Address: _____

Vice Chairman: RICARDO CHIARI

Address: P.O. BOX 8404 - PANAMA 7, PANAMA

Director: TEODORO TAGAROPULOS

Address: P.O. BOX 6-4000 EL DORADO, PANAMA

Director: ALEXANDER PSYCHOYOS

Address: P.O. BOX 6-4000 EL DORADO - PANAMA

B. OFFICERS

President: MAX DELVALLE (DECEASED)

Address: _____

Vice President: RICARDO CHIARI

Address: P.O. BOX 8404 - PANAMA 7, PANAMA

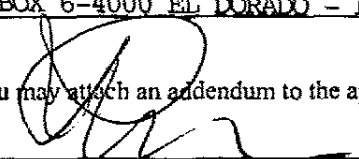
Secretary: GUILLELMO ENDARA

Address: P.O. BOX 4577, PANAMA 5, PANAMA

Treasurer: ALEXANDER PSYCHOYOS

Address: P.O. BOX 6-4000 EL DORADO - PANAMA

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. ALEXANDER PSYCHOYOS - TREASURER
(Typed or printed name and capacity of person signing application)

RECEIVED
FEDERAL RESERVE BANK
MILWAUKEE, WISCONSIN
JUL 13 2 01 PM '77

FILED



// ROZAR

PAG. 1

REPÚBLICA DE PANAMA REGISTRO PUBLICO DE PANAMA

CON VISTA A LA SOLICITUD 651268
CERTIFICA

QUE LA SOCIEDAD :
CONSERVAS PANAMEÑAS SELECTAS, S.A

SE ENCUENTRA REGISTRADA EN EL TOMO: 355 FOLIO: 14 ASIENTO: 77099

DE LA SECCION DE PERSONAS MERCANTIL DESDE EL
VEINTIDOS DE AGOSTO DE MIL NOVECIENTOS CINCUENTA Y OCHO ,
ACTUALIZADA EN LA FICHA : 30591

ROLLO : 1525 IMAGEN : 42

DE LA SECCION DE MICROPELICULAS (MERCANTIL).

- QUE LA SOCIEDAD SE ENCUENTRA VIGENTE

- QUE SUS SUSCRIPTORES SON:

- (1) DEMETRIO RUSODIMOS
- (2) GALILEO SOLIS

- QUE SUS DIRECTORES SON:

- 1) RICARDO CHIARI 5-ALEXANDER PSYCHOYOS
- 2) MAX DELVALLE 4-TEODORO TAGAROPULOS
- 3) GUILLERMO ENDARA G.

- QUE SUS DIGNATARIOS SON:

PRESIDENTE	: MAX DELVALLE
VICE-PRESIDENTE	: RICARDO CHIARI-VOCAL:TEODORO TAGAROP
TESORERO	: ALEXANDER PSYCHOYOS
SECRETARIO	: GUILLERMO ENDARA G.

- QUE LA REPRESENTACION LEGAL LA EJERCERA:

EL PRESIDENTE, EN SU DEFECTO SERA REEMPLAZADO POR EL VICEPRESIDENTE Y EN DEFECTO DE AMBOS SERA EL TESORERO O CUALQUIER OTRO DIRECTOR QUE SEA DESIGNADO POR LA JUNTA DIRECTIVA CON ESE OBJETO.

- QUE SU AGENTE RESIDENTE ES: RICARDO GARCIA DE PAREDES CHIARI

- QUE SU DURACION ES PERPETUA

- QUE SU DOMICILIO ES PANAMA

ASIENTOS PENDIENTES:

TOMO 2004 ASIENTO 66672 FECHA INGRESO 2004/05/28 TIPO DOCUMENTO
ACTAS

ESCRITURA NUMERO: 5341 DEL 27/5/2004 DE LA NOTARIA TERCERA DEL CIRCUITO
SE PROT. ACTAS DE LA JUNTA DE ACCIONISTAS DE LA SOC. COSERVAS P
ANAMENAS SELECTAS, S.A.

EXPEDIDO Y FIRMADO EN LA PROVINCIA DE PANAMA , EL PRIMERO DE JUNIO
DEL DOS MIL CUATRO A LAS 10:32:34, A.M.

NOTA: ESTA CERTIFICACION PAGO DERECHOS
POR UN VALOR DE B/. 30.00

COMPROBANTE NO. 651268
NO. CERTIFICADO: S. ANONIMA - 561199

FECHA: Martes 01, JUNIO DE 2004

Kadine Hurtado
Kadine Hurtado



51-13



APOSTILLE

(Convention de la Haye du 5 octobre 1961)

- 1. En Panamá el presente documento público
- 2. ha sido firmado por BRENDA GARCIA
- 3. quien actúa en calidad de CERTIFICADORA
- 4. y está revestido del sello / timbre de REGISTRO PUBLICO DE PANAMA

CERTIFICADO

- 5. En el Ministerio de Relaciones Exteriores 6. el día 2-6-2004
- 7. por JEFE DE AUTENTICACIONES Y LEGALIZACIONES
- 8. bajo el número 51-B/EDE.G. NR-13334
- 9. sello / timbre:

10. Firma

LIC. JUAN J. CHAVARRIA G.
 Jefe de Autenticación y Legalización A. I.
 Ministerio de Relaciones Exteriores

REPUBLIC OF PANAMA

(Page 1)

PUBLIC REGISTRY OF PANAMA

IN VIEW TO THE REQUEST 651268

CERTIFIES

THAT THE CORPORATION:

CONSERVAS PANAMENAS SELECTAS, S.A.

IS INSCRIBED IN THE VOLUME: 355 PAGE: 14 ENTRY: 77099
OF THE PERSONS MERCANTILE SECTION SINCE
AUGUST THE 22ND OF NINETY FIFTY EIGHT,
UPDATED TO INDEX CARD: 30591
FILM: 1525 IMAGE: 42
OF THE MICROFILM SECTION MERCANTILE

THAT THE CORPORATION IS VALID

THAT ITS SUBSCRIBERS ARE:

- (1) DEMETRIO RUSODIMOS
- (2) GALILEO SOLIS

THAT ITS DIRECTORS ARE:

- 1) RICARDO CHIARI 5- ALEXANDER PSYCHOYOS
- 2) MAX DEL VALLE 4-TEODORO TAGAROPULOS
- 3) GUILLERMO ENDARA

THAT ITS DIGNATARIES ARE:

PRESIDENT:	MAX DEL VALLE
VICE PRESIDENT:	RICARDO CHIARI-VOCAL: TEODORO TAGAROPULOS
TREASURER:	ALEXANDER PSYCHOYOS
SECRETARY:	GUILLERMO ENDARA

THAT THE LEGAL REPRESENTATION WILL BE EXERCISED BY:

THE PRESIDENT, IN HIS ABSENCE WILL BE REPLACED BY THE VICEPRESIDENT AND IN
THE ABSENCE OF BOTH WILL BE THE TREASURER OR ANY OTHER DIRECTOR
DESIGNATED BY THE BOARD OF DIRECTORS FOR THIS PURPOSE.

THAT ITS' RESIDENT AGENT IS: RICARDO GARCIA DE PAREDES CHIARI

THAT ITS' DURATION IS PERPETUAL

THAT ITS' DOMICILE IS PANAMA

PENDING ENTRIES:

VOLUME: 2004 ENTRY 66672 ENTRY DATE: 2004/05/28 TYPE DOCUMENT
MINUTE

DEED NUMBER: 5341 OF 5/27/2004 OF THE NOTARY THIRD OF CIRCUIT
PROTOCOLIZED MINUTE OF THE SHAREHOLDER'S MEETING OF THE CORP.
CONSERVAS PANAMENAS SELECTAS, S.A.

Traductor Público Autorizado
JORGE KOSMAS S.
Ced. 713-2325
Resolución T.P.-106 de 24 de Junio de 1999

Round Seal of the Department of Legalizations of the Ministry of Foreign Affairs.
Fiscal Stamps.

APOSTILLE

(CONVENTION DE LA HAYE DU 5 OCTOBRE 1961)

1. In Panama the present public document.
2. Has been signed by BRENDA GARCIA
3. Who acts as CERTIFIER
4. And it is stamped with the seal/fiscal stamp of
PUBLIC REGISTRY OF PANAMA

CERTIFICATE

5. Foreign Affairs Ministry
6. On the date: 6/2/2004
7. By the Chief of Legalizations and Authentications
8. Under the number: 51-B/EDE.G. NR-13334
9. Seal/Stamp
10. Signature
(Sgd.) Licdo. Juan J. Chavarria G.
Chief of Legalizations and Authentications

NOTE OF THE TRANSLATOR: I do hereby certify that the foregoing is a true translation to English of the original document which was presented to me in Spanish.
Panama, June 2nd, 2004.

JORGE KOSMAS S.
Decree Num. 106 of June 24, 1999.
I.D. Num. 8-713-2325

Traductor Público Autorizado
JORGE KOSMAS S.
Ced. 8-713-2325
Resuelto T.P.-106 dc 24 de Junio de 1999

Publico Autorizado
KOSMAS S.
8-713-2325
16 de Mayo de 2004

ISSUED AND SIGNED IN THE PROVINCE OF PANAMA, JUNE THE FIRST OF TWO THOUSAND AND FOUR AT 10:32:34 A.M.

NOTE: THIS CERTIFICATION HAS PAYED ITS' RIGHT FOR THE SUM OF: B/30.00
RECEIPT: 651268
NUMBER OF CERTIFICATE: ANONYMOUS CORPORATION – 561199
DATE: TUESDAY 01, JUNE OF 2004.

(SIGNED) KADINE HURTADO

SEAL

NOTE OF THE TRANSLATOR: I do hereby certify that the foregoing is a true translation to English of the original document which was presented to me in Spanish. Panama, June 2ndth, 2004.

JORGE KOSMAS S.
Decree Num. 106 of June 24, 1999.
I.D. Num. 8-713-2325

Traductor Público Autorizado
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Ced. 8-713-2325
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