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4F, AVENUE GEORGEB HANDEL FOLIG PARIS, FRANCE (331(1) 44+08-60-00 801 Brickell Avenue

Minni, Florida 33131-2900

TELEPHONE! SOR-SER-ISOR

TELECOPIENT 308-371-8789

1300 f BTMERT, N.W. WARHINGTON, D.C. 2000R-2308 202-408-2800

380 BOUTH GRAND AVENUE LOB ANGELES, CA BOOF!+344# #13+813+8800

August 3, 1995

Corporate Records Bureau Division of Corporations 409 East Gaines Street P.O. Box 6327 Tallahassee, Florida 32301

Re: Sadia America, Inc.

500001556249 -08/09/95--01061--001 *****70.00 *****70.00

W95-16042

Dear Sirs:

Enclosed for filing is an Application by Foreign Corporation for Authorization to Transact Business in Florida for the above referenced corporation. Also enclosed is a check in the amount of \$70.00 for the filing fee, a Certificate of Good Standing and a copy of the application to be stamped as received and returned to us in the enclosed stamped, self-addressed envelope.

Thank you for your assistance in this matter.

Very truly yours,

Yldana Aguilar Legal Assistant

YA/382

Enclosures

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:

DELAWARE, U.S.A. tate or country under the law of which it is incorporated) May 23, 1995 (Date of incorporation) Upon qualification Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F. One Datran Center, 9100 S. Dadeland Blvd., Miami, FL 33156 (Current mailing address) Distribution of goods; import/export. (Purpose(s) of corporation authorized in home state or country to be carried out in the state.	or "perpetual")
May 23, 1995 (Date of incorporation) Upon qualification Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F. One Datran Center, 9100 S. Dadeland Blvd., Miami, FL 33156 (Current mailing address)	or "perpetual")
One Datran Center, 9100 S. Dadeland Blvd., Miami, FL 33156 (Current mailing address)	ध १५ १ १ ५ ५ ५ ५ ५ ५ ५ ५ ५ ५ ५ ५ ५ ५ ५ ५
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t to the state of	
Distribution of goods; import/export.	그 회사
	es of Slorida
Name and street address of Florida registered agent: Name:Robert I. Goldfarb, Esq	
Office Address: Hughes Hubbard & Reed 801 Brickell Avenue, Suite 1100	
Miami, Florida ,	33131
	(Zip Code)

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.

	14.	14911102 6	110 0001005;	3 Of Officers and/of offociors:
	A.	DIREC	CTORS	
			Chairman:	
			Vice Chair	man:
			Addross: _	
			•	Walter Fontana Filho
			Address: _	Alameda Tocantins, 525 - Alphaville
				06455-921 - Barueri - SP - Brazil
			Director: _	
			Address: _	
	В.	OFFIC	ERS	
		CEO	^{&} President:	Walter Fontana Filho
			Address: _	Alameda Tocantins, 525 - Alphaville
			_	06455-921 - Barueri 0 SP - Brazil
hief	Operating	Offic	er <i>X</i> ice Presk	dent: Murilo Guimaraes
			Address: _	One Datran Center, 9100 S. Dadeland Blvd.,
				Miami, FL 33156
	Vice Pres	ident	& Secretary:	Claudio Gasparian
			Address:	One Datran Center, 9100 S. Dadeland Blvd.
				Mtami_FL 33156
	Vice P	reside		Osler Desouzart
			Address:	One Datran Center, 9100 S. Dadeland Blvd.,
				Miami, FL 33156
	NOTE	: If nec	ASSALV. VOLLE	nay attach an addendum to the application listing

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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. CLAUGO CASTONIAL - VICE PRESTATE DAY SETURDAY

[Typed or printed name and capacity of person signing application]

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SADIA AMERICA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF MAY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.





Edward J. Freel, Secretary of State

AUTHENTICATION:

7514897

DATE:

05-23-95