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Law Offices  
Blass & Frankel  
PROFESSIONAL ASSOCIATION

STEPHEN A. BLASS  
sblass@gate.net

MELVIN F. FRANKEL  
blasfran@gate.net

SUITE 2130  
SUNTRUST INTERNATIONAL CENTER  
ONE SOUTHEAST THIRD AVENUE  
Miami, Florida 33131  
TELEPHONE (305) 377-9353  
FACSIMILE • S. A. BLASS • (305) 372-3670  
FACSIMILE • M. F. FRANKEL • (305) 371-6934

July 1, 1999

ORIGINALS VIA FEDERAL EXPRESS COURIER

FLORIDA DEPARTMENT OF STATE  
REGISTRATION SECTION  
DIVISION OF CORPORATIONS  
409 E. Gaines Street  
Tallahassee, Florida 32399

200002922442--3  
-07/02/99--01070--008  
\*\*\*346.25 \*\*\*346.25

Re: Panamco L.L.C. - Application by Foreign Limited Liability  
Company for Authorization to Transact Business in Florida

W99-15557

Gentlemen:

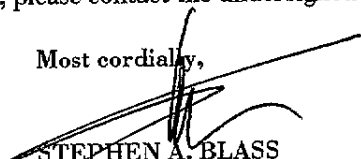
Enclosed please find the following, which are submitted to register the above referenced foreign limited liability company to transact business in Florida:

1. Original Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Original Affidavit of Membership and Contributions of Foreign Limited Liability Company;
3. Original of Designation of Registered Agent/Registered Office; and
4. Original Certificate of Good Standing.
5. Panamerican Beverages, Inc. Check No. 27845 in the amount of US\$346.25, which represents your fees for filing the application, designation of registered agent, a certified copy of all documentation and a Certificate of Status.

FILED  
JUL 19 AM 10:30  
7/19

Please return all correspondence concerning this matter to this office.

Should you need to call someone concerning this matter, please contact the undersigned at the above number.

Most cordially,  
  
STEPHEN A. BLASS

SAB:yc  
cc: Ken Hoffman, CPA and Miguel Fonseca, CPA, Arthur Andersen & Co. (Telefax -305-789-2477)



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 6, 1999

STEPHEN A. BLASS  
SUITE 2130/SUNTRUST INTL. CENTER  
ONE SOUTHEAST THIRD AVENUE  
MIAMI, FL 33131

SUBJECT: PANAMCO L.L.C.  
Ref. Number: W99000015557

We have received your document for PANAMCO L.L.C. and your check(s) totaling \$346.25. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

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) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 799A00035114

*Law Offices*  
*Blass & Frankel*  
PROFESSIONAL ASSOCIATION

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sblass@gate.net

MELVIN F. FRANKEL  
blasfran@gate.net

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July 15, 1999

**ORIGINALS VIA FEDERAL EXPRESS COURIER**

FLORIDA DEPARTMENT OF STATE  
REGISTRATION SECTION  
DIVISION OF CORPORATIONS  
409 E. Gaines Street  
Tallahassee, Florida 32399

ATT: LEE RIVERS, DOCUMENT SPECIALIST

Re: Panamco L.L.C. - Application by Foreign Limited Liability  
Company for Authorization to Transact Business in Florida (Ref. No.: W99000015557)

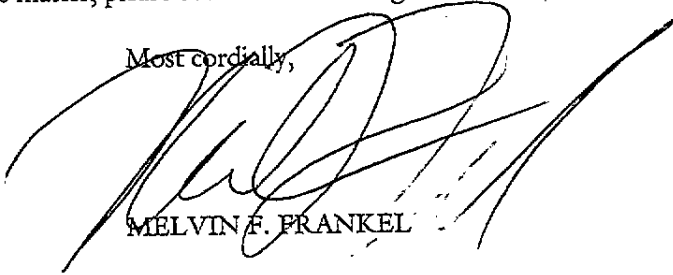
Dear Mr. Rivers:

Pursuant to your letter of July 6, 1999 (copy attached), enclosed please find a Resolution of Managing Members or Managers adopting the name of "Panamerican Beverages Company L.L.C." for use in the State of Florida in connection with the Application previously submitted by "Panamco L.L.C., a Delaware limited liability company, for authorization to Transact Business in Florida.

Please return all correspondence concerning this matter to this office.

Should you need to call someone concerning this matter, please contact the undersigned at the above number.

Most cordially,



MELVIN F. FRANKEL

MFF:yc

cc: Ken Hoffman, CPA and Miguel Fonseca, CPA, Arthur Andersen & Co. (Telefax -305-789-2477)

**RESOLUTION OF MANAGING MEMBERS OR MANAGERS**

I, the undersigned Carlos Hernandez Artigas  
(Name)

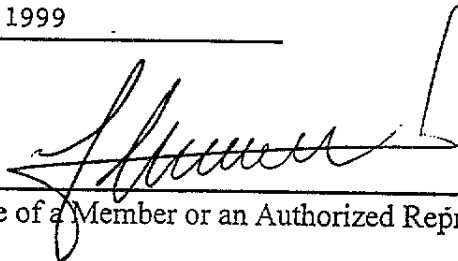
do hereby certify that this Resolution of the Managing Members or Managers of  
PANAMCO L.L.C.  
(Name of Limited Liability Company)

a limited liability company duly organized and existing under the laws of the State of  
DELAWARE, was duly adopted on JULY 13, 1999.

Be it resolved, that Panamco L.L.C.  
(Name of Limited Liability Company)

organized and existing in the state of DELAWARE, hereby adopts the  
name of PANAMERICAN BEVERAGES COMPANY L.L.C. for use in Florida.

Dated: July 13, 1999

  
\_\_\_\_\_  
Signature of a Member or an Authorized Representative of a Member

**FILED**  
99 JUL 19 AM 10:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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

1. PANAMCO L.L.C.  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. DELAWARE  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. APPLIED FOR  
(FEI number, if applicable)
4. June 1, 1999  
(Date of Organization)
5. PERPETUAL  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. July 1, 1999  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2665 South Bayshore Drive, Suite 900  
Miami, Florida 33133  
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

| NAME & ADDRESS:                             | TITLE:           | NAME & ADDRESS:                             | TITLE:     |
|---|------------------|---|------------|
| <u>Panamerican Beverages, Inc.</u>          | <u>Sole Mgrm</u> | <u>Francisco Sanchez-Loaeza</u>             | <u>MGR</u> |
| <u>Torre Dresdner Bank, Piso No. 7</u>      |                  | <u>2665 South Bayshore Drive, Suite 900</u> |            |
| <u>Calle 50</u>                             |                  | <u>Miami, Florida 33133</u>                 |            |
| <u>Panama City</u>                          |                  | <u>Paulo J. Sacchi</u>                      | <u>MGR</u> |
| <u>Republic of Panama</u>                   |                  | <u>2665 South Bayshore Drive, Suite 900</u> |            |
|   |                  | <u>Miami, Florida 33133</u>                 |            |
| <u>Alejandro Jimenez Fonseca</u>            | <u>MGR</u>       | <u>Carlos Hernandez Artigas</u>             | <u>MGR</u> |
| <u>2665 South Bayshore Drive, Suite 900</u> |                  | <u>2665 South Bayshore Drive, Suite 900</u> |            |
| <u>Miami, Florida 33133</u>                 |                  | <u>Miami, Florida 33133</u>                 |            |

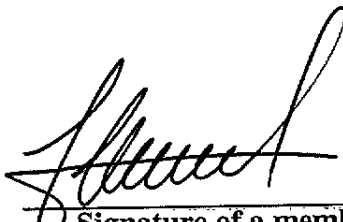
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 99 JUL 19 AM 10:39  
 TALLAHASSEE, FLORIDA

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

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of PANAMCO L.L.C. certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$1,000.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00;  
(A description of the property is attached and made a part hereto.)  
and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$1,000.00.  
(This total includes amounts from 2 and 3 above.)

 Signed as behalf of Panamerican Beverages, Inc, the sole member.

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

CARLOS HERNANDEZ  
Typed or printed name of signee

FILED  
99 JUL 19 AM 10:39  
TALLAHASSEE FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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

1. The name of the Limited Liability Company is:

PANAMCO L.L.C.

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

COPROLITE CORPORATION

(Name)

One Southeast Third Avenue, Suite 2130

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Miami

FL

33131

City/State/Zip

FILED  
99 JUL 19 AM 10:39  
STATE OF FLORIDA  
TALLAHASSEE

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

COPROLITE CORPORATION

By: \_\_\_\_\_

(Signature)

STEPHEN A. BLASS, Vice President

**Filing Fee: \$ 35 for Designation of Registered Agent**

State of Delaware  
Office of the Secretary of State

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PANAMCO L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF JUNE, A.D. 1999.

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

FILED  
99 JUL 19 AM 10:39  
SECRETARY OF STATE  
TALLMANSVILLE, DELAWARE



*Edward J. Freel*

Edward J. Freel, Secretary of State

3047971 8300

991238568

AUTHENTICATION:

9802926

DATE:

06-14-99