

CCRS  
163 N. MERIDIAN STREET, LO...  
TALLAHASSEE, FL...  
222-1173

**F01000002777**

FILING COVER SHEET  
ACCT. #FCA-14

FILED  
01 MAY 23 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CONTACT: CINDY HICKS

DATE: 05-23-01

REF. #: 0150. 14289

CORP. NAME: Embutidos Palacios USA Incorporated

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER: \_\_\_\_\_

301A W 31817

TU AGENT / FEE  
SUFFICIENCY OF FILING

2001 MAY 23 AM 11:30

RECEIVED  
DEPARTMENT OF STATE  
PERSONAL SERVICES DIVISION

STATE FEES PREPAID WITH CHECK# 15283 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

BK

500004302245--3  
-05/23/01--01050--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- CERTIFICATE OF STATUS

BK

500004302245--3  
-05/23/01--01050--015  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

PLAIN STAMPED COPY

Examiner's Initials

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
MAY 23 PM 2:21  
FILED

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. EMBUTIDOS PALACIOS USA, INC.  
(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. Delaware 3. 51-0386268  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 29, 1998 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. "Upon Qualification"  
(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. 45 Antilla Avenue, #1E (Coral Gables), Florida 33134  
(Principal office address)  
7541 N.E. 3rd Place, Miami, Florida 33138  
(Current mailing address)
8. Any lawful purpose  
(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: Ivan Sanmartin Lahera

Office Address: 45 Antilla Avenue, #1E

Coral Gables

(City)

Florida 33134

(Zip code)

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: \_\_\_\_\_

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

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

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

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

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

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

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

B. OFFICERS

President: FRANCISCO JAVIER PALACIOS GARCIA

Address: 45 Antilla Avenue, #1E, Coral Gables, Florida 33134

Vice President: IVAN SANMARTIN LAHERA

Address: 45 Antilla Avenue, #1E, Coral Gables, Florida 33134

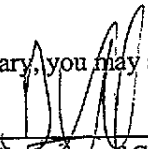
Secretary: ANGEL PABLO PALACIOS GARCIA

Address: 45 Antilla Avenue, #1E, Coral Gables, Florida 33134

Treasurer: JAI ME PALACIOS GARCIA

Address: 45 Antilla Avenue, #1E, Coral Gables, Florida 33134

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. IVAN SANMARTIN LAHERA  
(Typed or printed name and capacity of person signing application)

FILED  
01 MAY 23 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

State of Delaware  
Office of the Secretary of State

01 MAY 23 PM 2:21  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EMBUTIDOS PALACIOS USA, 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 ELEVENTH DAY OF MAY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EMBUTIDOS PALACIOS USA, INC." WAS INCORPORATED ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2986015 8300

AUTHENTICATION: 1129387

010228170

DATE: 05-11-01