

# F01000006323

*Sanchelima & Associates, P.A.*  
Attorneys at Law

Patent, Trademark & Copyright Law

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November 28, 2001

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

RE: **Carnes Frias Enriko, Ltda.**

**Domestication of Foreign Corporation**

**Our file No.: 21557**

500004711925--5  
-12/06/01-01054-010  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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 for \$87.50 to cover the pertinent filing fees.

We are enclosing an extra copy of the application to be stamped and returned to us in the enclosed self-addressed, stamped envelope.

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

Very truly yours,

  
Gabriela Cortes, Sec. for  
Jesus Sanchelima, Esq.

FILED  
01 DEC -6 PM 3:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name Availability	
Document Examiner	DCC
Updater	DCC
Translator/Reviewer	DCC
JS:gc:mg	
Enclosures: Application, check and envelope	
Verify	DCC

F01000006323

235 S.W. LeJeune Road • Miami, FLORIDA 33134-1762

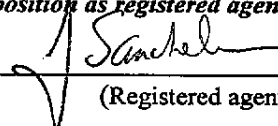
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*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. Carnes Frias Enriko, 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. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 20, 1986 5. December 31, 2006  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Corporation has not transacted business in Florida yet.  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. Calle 40, No. 14-94  
Cali, Colombia  
(Current mailing address)
8. restaurant and cafeteria services  
(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: Sanchelima & Associates, P.A.  
Office Address: 235 S.W. Le Jeune Road  
Miami, 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.*

X   
(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.

FILED  
01 DEC -8 PM 3:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

**A. DIRECTORS** (Street address only - P.O. Box **NOT** acceptable)

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

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

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

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

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

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

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

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

**B. OFFICERS** (Street address only - P.O. Box **NOT** acceptable)

President: Mario Enrico Maya Gomez

Address: Calle 40, No. 14-94, Cali, Colombia

Vice President: Pablo Antonio Gomez Tamara

Address: Calle 40, No. 14-94, Cali, Colombia

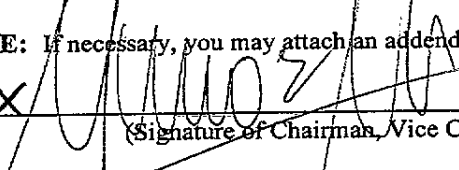
Secretary: \_\_\_\_\_

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. Mario Enrico Maya Gomez - President  
(Typed or printed name and capacity of person signing application)

FILED  
01 DEC -6 PM 3:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CCC 6649585

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PAGINA 01

FECHA: 13 DE NOVIEMBRE DE 2001 HORA: 09:35:41.58 0046156116

REPUBLICA DE COLOMBIA

CERTIFICADO DE EXISTENCIA Y REPRESENTACION

EL SUSCRITO SECRETARIO DE LA CAMARA DE COMERCIO DE CALI

CERTIFICA:

NOMBRE:

CARNES FRIAS ENRIKO LTDA

DOMICILIO: CALI VALLE

DIRECCION COMERCIAL: CL. 40 No. 14 94

DIRECCION NOTIFICACION JUDICIAL: CL. 40 No. 14 94

CIUDAD: CALI

MATRICULA NRO: 167909-03

CERTIFICA:

CONSTITUCION: POR ESCRITURA NRO. 74 DEL 20 DE  
ENERO DEL AÑO 1986, NOTARIA SEPTIMA DE CALI  
INSCRITA EN LA CAMARA DE COMERCIO EL 27 DE ENERO DEL AÑO  
1986 BAJO EL NRO. 82335 DEL LIBRO IX, SE CONSTITUYO LA SOCIEDAD  
DENOMINADA:  
SALSAMENTARIA ENRICO LTDA

CERTIFICA:

QUE POR ESCRITURA NRO. 208 DEL 08 DE FEBRERO  
DEL AÑO 1991, NOTARIA SEPTIMA DE CALI  
INSCRITA EN LA CAMARA DE COMERCIO EL 22 DE FEBRERO DEL AÑO  
1991 BAJO EL NRO. 37395 DEL LIBRO IX, LA SOCIEDAD CAMBIO SU  
NOMBRE DE:  
SALSAMENTARIA ENRICO LTDA  
POR EL DE:  
SALSAMENTARIA ENRIKO LTDA

CERTIFICA:

QUE POR ESCRITURA NRO. 4170 DEL 08 DE OCTUBRE  
DEL AÑO 1993, NOTARIA ONCE DE CALI  
INSCRITA EN LA CAMARA DE COMERCIO EL 22 DE OCTUBRE DEL AÑO

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PAGINA 02

FECHA: 13 DE NOVIEMBRE DE 2001 HORA: 09:35:41:58 0046156116

1993 BAJO EL NRO. 71080 DEL LIBRO IX, LA SOCIEDAD CAMBIO SU  
NOMBRE DE:  
SALSAMENTARIA ENRIKO LTDA  
POR EL DE:  
CARNES FRIAS ENRIKO LTDA

### C E R T I F I C A

#### REFORMAS:

ESCRITURA No	FECHA	NOTARIA	FECHA	No. INS	LIBRO
2631	29-09-1988	07 CALI	11-10-1988	11880	IX
3110	17-10-1989	07 CALI	31-10-1989	23072	IX
3249	07-12-1990	07 CALI	22-02-1991	37394	IX
2641	08-10-1991	07 CALI	24-10-1991	46250	IX
2572	10-09-1992	07 CALI	14-09-1992	57440	IX
3234	06-11-1992	07 CALI	18-11-1992	59883	IX
4170	08-10-1993	11 CALI	22-10-1993	71080	IX
4148	01-11-1994	11 CALI	15-11-1994	82738	IX
5540	21-11-1995	11 CALI	29-11-1995	09611	IX
5773	09-12-1997	11 CALI	18-12-1997	09249	IX
4012	23-09-1998	11 CALI	07-10-1998	07001	IX
2462	09-06-1999	07 CALI	27-04-2000	02879	IX

### C E R T I F I C A

VIGENCIA: QUE LA SOCIEDAD NO SE HALLA DISUELTA Y SU DURACION ES  
HASTA EL 31 DE DICIEMBRE DEL AÑO 2006

### C E R T I F I C A

OBJETO SOCIAL: LA REALIZACION DE TODA CLASE DE ACTOS PARA LA  
PROMOCION, DESARROLLO Y EJECUCION DE LAS ACTIVIDADES PERTINENTES  
A LA RAMA INDUSTRIAL Y COMERCIAL, CUALQUIERA QUE SEA EL TIPO DE  
INDUSTRIA O COMERCIO, RELACIONADO CON LA ELABORACION DE CARNES Y  
DE TODA CLASE DE PRODUCTOS ALIMENTICIOS, SALSAS, ENCURTIDOS,  
ETC. ADEMAS LA PARTICIPACION EN LICITACIONES PUBLICAS O  
PRIVADAS, ESTUDIOS DE FOMENTO Y DE CREDITO, CUMPLIR CON  
ACTIVIDADES INDUSTRIALES, COMERCIALES O DE INVERSION  
RELACIONADAS CON PRODUCTOS NACIONALES, IMPORTACIONES,  
EXPORTACIONES, INTERCAMBIO CON OTROS PAISES DE AQUELLOS  
PRODUCTOS QUE PUEDAN INCREMENTAR LA PRODUCTIVIDAD DE LA  
INDUSTRIA Y DEL COMERCIO, EN LA MEDIDA EN QUE LAS LEYES LO  
PERMITAN Y EN TODO CASO CON SUJECCION A ELLAS, Y EJERCER EN SU  
OPORTUNIDAD LA REPRESENTACION DE CASAS NACIONALES O EXTRANJERAS  
DENTRO DEL TERRITORIO COLOMBIANO.

EN DESARROLLO DE TAL OBJETO, LA SOCIEDAD PODRA ADQUIRIR, POSEER,



ADMINISTRAR Y/O ENAJENAR A CUALQUIER TITULO, TODA CLASE DE BIENES MUEBLES O INMUEBLES, DAR EN PRENDA LOS PRIMEROS, HIPOTECAR LOS SEGUNDOS, EXPEDIR, SUSCRIBIR, NEGOCIAR, ETC., Y CANCELAR INSTRUMENTOS NEGOCIABLES O CUALQUIERA OTROS EFECTOS DE COMERCIO Y/O ACEPTARLOS EN PAGO, OBTENER, APROVECHAR, DAR O RECIBIR EN FRANQUICIA O CONCESION Y ENAJENAR DERECHOS SOBRE LAS MARCAS, PATENTES, PRIVILEGIOS Y DEMAS INTANGIBLES, CELEBRAR DE MUTUO O PRESTAMO CON O SIN GARANTIA REALES O PERSONALES, ABRIR Y MANEJAR CUENTAS BANCARIAS, CELEBRAR CONTRATOS DE CAMBIO EN TODAS SUS FORMAS, PACTAR, LLEVAR U OBTENER LA REPRESENTACION O AGENCIAS DE PERSONAS NATURALES O JURIDICAS DEDICADAS A LA MISMA ACTIVIDAD, O AQUELLAS QUE SE RELACIONEN DIRECTAMENTE CON SU OBJETO SOCIAL, CELEBRAR CONVENTOS DE SOCIEDAD O ASOCIACION PARA LA EXPLOTACION DE NEGOCIOS COMPRENDIDOS DENTRO DE SU OBJETO SOCIAL Y/O PARA OBTENER NEGOCIOS QUE PERMITAN PROCURARLO O DESARROLLARLO, ADEMAS LA ADQUISICION, POSESION, ADMINISTRACION Y ENAJENACION A CUALQUIER TITULO, DE INTERESES, PARTICIPACIONES O ACCIONES EN COMPANIAS COMERCIALES, QUE PERSIGAN FINES QUE SE RELACIONEN O NO CON SU OBJETO SOCIAL Y/O PRODUZCAN O PUEDAN PRODUCIR ARTICULOS QUE LA SOCIEDAD PUEDA COMERCIALIZAR Y EN GENERAL HACER EN CUALQUIER PARTE, SEA EN SU PROPIO NOMBRE O POR CUENTA DE TERCEROS, O EN PARTICIPACION CON ELLOS TODA CLASE DE OPERACIONES, EJECUTAR Y CELEBRAR TODA CLASE DE CONTRATOS, BIEN SEAN CIVILES INDUSTRIALES, COMERCIALES O FINANCIEROS, CONVENIENTES O NECESARIOS PARA EL LOGRO DE LOS FINES QUE ELLA PERSIGUE, Y DE MANERA DIRECTA SE RELACIONEN CON EL OBJETO SOCIAL.

### CERTIFICADA

ORGANOS DE ADMINISTRACION: A) ASAMBLEA O JUNTA DE SOCIOS. B) PRESIDENTE Y VICEPRESIDENTE. C) GERENTE Y SUBGERENTE.

LA REPRESENTACION DE LA SOCIEDAD Y LA ADMINISTRACION DE LOS NEGOCIOS SOCIALES CORRESPONDE A TODOS Y A CADA UNO DE LOS SOCIOS, PERO DE COMUN ACUERDO TODOS ELLOS CONVIENEN EN DELEGAR TALES FUNCIONES, EN LAS PERSONAS QUE DESEMPEÑEN LOS CARGOS DE PRESIDENTE O DE GERENTES, QUIENES TENDRAN UN SUPLENTE PARA REEMPLAZARLOS EN LAS FALTAS TEMPORALES Y/O ABSOLUTAS. TODOS Y CADA UNO DE LOS SOCIOS DELEGAN EN EL PRESIDENTE EN FORMA ILIMITADA Y/O EN EL GERENTE PERO EN FORMA ILIMITADA POR LA ASAMBLEA DE SOCIOS O EL PRESIDENTE, LA FACULTAD DE ADMINISTRAR Y REPRESENTAR DIRECTAMENTE A LA SOCIEDAD Y HACER USO DE LA RAZON SOCIAL O FIRMA SOCIAL EN CASO DE FALTAS ABSOLUTAS Y/O TEMPORALES DEL PRESIDENTE Y/O DEL GERENTE, DICHAS FUNCIONES SERAN ASUMIDAS POR SUS RESPECTIVOS SUPLENTE, EN CASO DE QUE LOS HUBIERE.

LA REPRESENTACION ACTIVA Y PASIVA DE LA SOCIEDAD Y EL USO DE LA

RAZON SOCIAL CON LAS MAS AMPLIAS FACULTADES ADMINISTRATIVAS Y DISPOSITIVAS CORRESPONDEN AL PRESIDENTE, QUIEN TENDRA UN VICEPRESIDENTE PARA REEMPLAZARLO EN SUS FALTAS ABSOLUTAS Y/O TEMPORALES; LAS MISMAS FUNCIONES PERO EN FORMA LIMITADA CORRESPONDEN AL GERENTE Y TODOS SERAN DESIGNADOS POR LA ASAMBLEA GENERAL DE SOCIOS.

SON FUNCIONES DEL PRESIDENTE EN FORMA ILIMITADA Y/O DEL GERENTE EN FORMA LIMITADA; ADEMAS DE LLEVAR LA REPRESENTACION DE LA SOCIEDAD, DE ADMINISTRARLA DIRECTAMENTE Y DE USAR LA FIRMA O RAZON SOCIAL, LAS SIGUIENTES: A) ... B) ... C) EN DESARROLLO DE LA REPRESENTACION LEGAL DE LA SOCIEDAD PODRAN PRESENTAR DEMANDAS, CONTESTARLAS E INTERPONER TODO GENERO DE RECURSOS, TRANSIGIR, CONFERIR PODERES SUSTITUIR APODERADOS, REVOCAR EL MANDATO Y NOMBRAR ARBITROS, REPRESENTAR A LA SOCIEDAD JUDICIALMENTE EXTRAJUDICIALMENTE, ADMINISTRATIVA, POLICIVA O CONTRACTUAL; D) DAR Y RECIBIR DINERO EN MUTUO CON O SIN INTERESES, FIRMAR LETRAS, PAGARES, ABRIR CUENTAS CORRIENTES EN LOS BANCOS COMERCIALES Y GIRAR CONTRA ELLAS, CELEBRAR EL CONTRATO DE CAMBIO EN TODAS SUS MANIFESTACIONES Y EN UNA PALABRA, EJERCER TODOS LOS ACTOS ADMINISTRATIVOS QUE NO ESTEN PROHIBIDOS ... LA ANTERIOR NUMERACION NO ES TAXATIVA. ADEMAS EL PRESIDENTE TIENE LA FUNCION DE LIMITAR O AUTORIZAR Y DAR INSTRUCCIONES AL GERENTE Y ESTE ULTIMO, PARA REALIZAR TRANSACCIONES MAYORES DE SIETE MILLONES DE PESOS (\$7.000.000.00) MCTE, REQUERIRA DE LA AUTORIZACION DEL PRESIDENTE O DE LA ASAMBLEA GENERAL DE SOCIOS.

FUNCIONES DEL SUBGERENTE: EN AUSENCIA TEMPORAL O ABSOLUTA DEL GERENTE PODRA GIRAR EN LAS CUENTAS CORRIENTES DE LA SOCIEDAD Y SI SU AUSENCIA SE PROLONGA POR MAS DE QUINCE (15) DIAS TENDRA LAS MISMAS FUNCIONES DEL GERENTE CONSAGRADAS EN EL ARTICULO 22 DE LOS ESTATUTOS.

FUNCIONES DE LA JUNTA GENERAL DE SOCIOS: COMPETE EXCLUSIVAMENTE A LA JUNTA O ASAMBLEA GENERAL DE SOCIOS, LAS SIGUIENTES FUNCIONES ENTRE OTRAS: A) NOMBRAR A UN PRESIDENTE Y A UN VICEPRESIDENTE PARA QUE LO REEMPLACE EN SUS FALTAS ABSOLUTAS Y/O TEMPORALES Y A UN GERENTE FIJAR LAS ASIGNACIONES DE LAS PERSONAS ASI ELEGIDAS Y REMOVERLAS LIBREMENTE; B) CREAR EL CARGO DE REVISOR FISCAL Y PROVEERLO O SENALANDOLE FUNCIONES Y REMUNERACIONES; PARA SU ELECCION SE REQUERIRA EL VOTO DE LOS SOCIOS QUE REPRESENTEN EL 50% DE LAS CUOTAS O PARTES SOCIALES. C) ORDENAR LAS ACCIONES QUE CORRESPONDAN CONTRA ADMINISTRADORES, REPRESENTANTES SOCIALES, EL REVISOR FISCAL O CUALQUIERA OTRA PERSONA QUE HUBIERE INCUMPLIDO SUS OBLIGACIONES O HUBIERE CAUSADO DANOS O PERJUICIOS A LA SOCIEDAD; D) DECRETAR AUMENTOS DE CAPITAL; E) DELIMITAR LAS FUNCIONES DEL GERENTE EN CUALQUIER MOMENTO, AUTORIZANDO O RESTRINGIENDO SUS FACULTADES SOBRE CUALQUIER NEGOCIO EN PARTICULAR Y DEMARCAR LAS ORIENTACIONES



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GENERALES DE LAS MISMAS.

QUE EN LA ESCRITURA PUBLICA NRO. 4.012 DE REFORMA CITADA  
CONSTA: "SE AUTORIZA AL GERENTE DE LA COMPANIA, A LA SENORA  
ANA MARIA ESPINEL ROJAS, PARA COMPROMETER A LA SOCIEDAD HASTA  
POR UN MONTO DE CLEN (100) SALARIOS MINIMOS MENSUALES"....

C E R T I F I C A

NOMBRAMIENTOS:

DOCUMENTO: ACTA

NRO: 12

FECHA: 1992/09/26

ORIGEN: JUNTA EXTRAORDINARIA DE SOCIOS

FECHA INSCRIPCION: 1992/11/18 NRO. 59884

LIBRO: 09

FUERON NOMBRADOS:

MARIO ENRICO MAYA GOMEZ

C.C. 16,648,101

PRESIDENTE

ANA MARIA ESPINEL ROJAS

C.C. 31,845,967

GERENTE

PABLO ANTONIO GOMEZ TAMARA

C.C. 16,631,123

VICEPRESIDENTE

CAMARA  
DE COMERCIO  
DE CALI  
C E R T I F I C A

NOMBRAMIENTOS:

DOCUMENTO: ACTA

NRO: 24

FECHA: 2000/03/28

ORIGEN: JUNTA DE SOCIOS

FECHA INSCRIPCION: 2000/04/27 NRO. 02878

LIBRO: 09

FUERON NOMBRADOS:

LUIS ALBERTO GONZALEZ RIVERA

C.C. 16,249,198

REVISOR FISCAL PRINCIPAL

LUIS ENRIQUE SANCHEZ LONDONO

C.C. 16,251,637



REVISOR FISCAL SUPLENTE

## C E R T I F I C A :

CAPITAL Y SOCIOS: \$274,000,000.00  
DIVIDIDO EN : 274,000 CUOTAS DE VALOR NOMINAL DE  
\$1,000 CADA UNA, DISTRIBUIDO ASI:  
SOCIOS VALOR APORTES  
MARIO ENRICO MAYA GOMEZ 137,000,000.00  
PABLO ANTONIO GOMEZ TAMARA 137,000,000.00  
TOTAL DEL CAPITAL 274,000,000.00  
LA RESPONSABILIDAD DE LOS SOCIOS QUEDA LIMITADA AL MONTO DE SUS  
RESPECTIVOS APORTES.

## C E R T I F I C A :

QUE A SU NOMBRE FIGURA MATRICULADO EN LA CAMARA DE COMERCIO BAJO  
EL NRO 167910-02 UN ESTABLECIMIENTO DE COMERCIO DENOMINADO:  
CARNES FRIAS ENRIKO  
UBICADO EN LA:  
CL 40 No. 14 94  
DE CALI  
Y RENOVO POR EL AÑO 2001.

## C E R T I F I C A :

QUE A SU NOMBRE FIGURA MATRICULADO EN LA CAMARA DE COMERCIO BAJO  
EL NRO 424198-02 UN ESTABLECIMIENTO DE COMERCIO DENOMINADO:  
SANDWICH ENRIKO  
UBICADO EN LA:  
CR. 15 No. 39 57  
DE CALI  
Y RENOVO POR EL AÑO 2001.

## C E R T I F I C A :

QUE A SU NOMBRE FIGURA MATRICULADO EN LA CAMARA DE COMERCIO BAJO  
EL NRO 547773-02 UN ESTABLECIMIENTO DE COMERCIO DENOMINADO:  
CARNES FRIAS ENRIKO PUNTO DE VENTA No1  
UBICADO EN LA:  
CL 70 KRA 1 (14 DE CALIMA)  
DE CALI  
Y RENOVO POR EL AÑO 2001.

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C E R T I F I C A :

QUE A SU NOMBRE FIGURA MATRICULADO EN LA CAMARA DE COMERCIO BAJO  
EL NRO 547774-02 UN ESTABLECIMIENTO DE COMERCIO DENOMINADO:  
CARNES FRIAS ENRIKO PUNTO DE VENTA N°2  
UBICADO EN LA:  
CR. 23D N° 9 45  
DE CALI  
Y RENOVO POR EL AÑO 2001.

C E R T I F I C A :

QUE A SU NOMBRE FIGURA MATRICULADO EN LA CAMARA DE COMERCIO BAJO  
EL NRO 547775-02 UN ESTABLECIMIENTO DE COMERCIO DENOMINADO:  
CARNES FRIAS ENRIKO PUNTO DE VENTA N°3  
UBICADO EN LA:  
CL 10 # 70-38 (14 LIMONAR)  
DE CALI  
Y RENOVO POR EL AÑO 2001.

C E R T I F I C A :

QUE A SU NOMBRE FIGURA MATRICULADO EN LA CAMARA DE COMERCIO BAJO  
EL NRO 549903-02 UN ESTABLECIMIENTO DE COMERCIO DENOMINADO:  
COSTILLITA ENRIKO  
UBICADO EN LA:  
CL 62 No. 1A 7-08  
DE CALI  
Y RENOVO POR EL AÑO 2001.

C E R T I F I C A :

RENOVACION MATRICULA: QUE LA SOCIEDAD EFECTUO LA RENOVACION DE  
SU MATRICULA MERCANTIL EL 05 DE MARZO DEL AÑO 2001.

C E R T I F I C A :

QUE NO FIGURAN OTRAS INSCRIPCIONES QUE MODIFIQUEN TOTAL O  
PARCIALMENTE EL PRESENTE CERTIFICADO

LOS ACTOS DE REGISTRO QUEDAN EN FIRME CINCO (5) DIAS HABILES  
DESPUES DE LA FECHA DE SU INSCRIPCION, SIEMPRE Y CUANDO, DENTRO  
DE DICHO TERMINO NO SEAN OBJETO DE RECURSOS EN LA VIA  
GUBERNATIVA.



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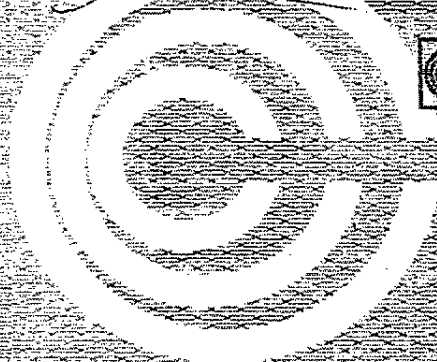
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DE CONFORMIDAD CON EL DECRETO 2150 DE 1.995 Y LA AUTORIZACION  
IMPARTIDA POR LA SUPERINTENDENCIA DE INDUSTRIA Y COMERCIO,  
LA FIRMA MECANICA QUE APARECE A CONTINUACION TIENE PLENA VALIDEZ  
PARA TODOS LOS EFECTOS LEGALES.

DADO EN CALI A LOS 13 DIAS DEL MES DE NOVIEMBRE  
DEL 2,001 HORA: 09:35:41:58

SECRETARIO

CAMARA  
DE COMERCIO  
DE CALI

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Date: November 13<sup>Th</sup> 2001

Time: 9:35:41:58 0046156116

**REPUBLIC OF COLOMBIA  
CERTIFICATE OF BEING AND REPRESENTATION**

**THE SUBSCRIBER SECRETARY OF THE CHAMBER OF  
COMMERCE CALI**

**CERTIFIES**

Name: Carnes Frias Enriko Ltda.  
Place: Cali-Valle  
Business Address: Cl 40 N° 14-94  
Juridical Notification address: Cl 40 N° 14-94  
City: Cali  
Registration Number: 167909-03

FILED  
01 DEC -6 PM 3:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFIES**

Constitution: By deed      Number: 74      Date: since the 20<sup>th</sup> of January 1986.  
Notary Public 7<sup>th</sup> in Cali.  
Registered in the Chamber of Commerce the 27<sup>th</sup> of January 1986 with the  
number 82335 in the IX book.  
The partnership changed its name: **Salsamentaria Enrico Ltda**  
For: **Salsamentaria Enriko Ltda.**

**CERTIFIES**

Deed Number 4170 since October 8<sup>th</sup> 1993. Notary Public 11<sup>th</sup> in Cali.  
Registered in the Chamber of Commerce the 22<sup>nd</sup> of October



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Date: November 13<sup>th</sup> 2001 Time: 9:35:41:58 0046156116

1993 with the number 71080 in the IX book. The partnership changed its name:

**Salsamentaria Enriko Ltda**

For.

**Carnes Frias Enriko Ltda.**

### **CERTIFIES**

Changes Deed Number	Date	Notary	Date	Registration Number	Book
2631	29-09-1988	7 <sup>th</sup> Cali	11-10-1988	11880	IX
3110	17-10-1989	7 <sup>th</sup> Cali	31-10-1989	23072	IX
3249	07-12-1990	7 <sup>th</sup> Cali	22-02-1991	37394	IX
2641	08-10-1991	7 <sup>th</sup> Cali	24-10-1991	46250	IX
2572	10-09-1992	7 <sup>th</sup> Cali	14-09-1992	57440	IX
3234	06-11-1992	7 <sup>th</sup> Cali	18-11-1992	59883	IX
4170	08-10-1993	11 <sup>th</sup> Cali	22-10-1993	71080	IX
4148	01-11-1994	11 <sup>th</sup> Cali	15-11-1994	82738	IX
5540	21-11-1995	11 <sup>th</sup> Cali	29-11-1995	09611	IX
5773	09-12-1997	11 <sup>th</sup> Cali	18-12-1997	09249	IX
4012	23-09-1998	11 <sup>th</sup> Cali	07-10-1998	07001	IX
2462	09-06-1999	7 <sup>th</sup> Cali	27-04-2000	02879	IX

### **CERTIFIES**

Standing

The partnership is not dissolved and its business life lasts until the 31<sup>st</sup> of December 2006.

### **CERTIFIES**

**BUSINESS OBJECTIVE:** Performing all kinds of acts for promotion, development and making activities belonging to the industrial and commercial field, whatever it be the kind of industry or commerce related to making meat and all kinds of food products, sauces, pickles, etc.

Moreover, the participation in public and private bids, in promotion and credit analysis , carry out industrial, commercial or investment activities related to national products, imports, exports, interchange with other countries those products that could increase the development of the business and the commerce taking into account the law and in all cases following it, and having, if possible, the representation of national or foreign houses in the Colombian territory.

Developing this objective, the partnership could get have

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Handle and/or transfer to any title, all kinds of household goods or real estate goods, giving the first ones as a pledge, hypothecate the second ones, draw up, subscribe, trade, etc, and cancel trading tools or any other effects of commerce and/or accepting them as payment, obtain, avail, give or get in franchise or grant and transfer rights on the brands, patents, privileges and other intangibles. To take place of mutual or loan with or without real or personal guarantee, to open up and manage bank accounts, to carry out contracts of exchange in all their forms, to make a pact, to take or obtain the representation or agencies of natural or juridical people dedicated to the same activity, or to those who are directly related to the social object , to come to a partnership agreement or association for exploitation of businesses that are included in their social object and/or to obtain businesses that allow to develop it.

Moreover, the acquisition, possession, management and transference to any title, of interests, participations or stock in commercial companies, which follow goals that are or are not related to its business object and/or produce or can produce products that the partnership could trade and in general terms to make them anywhere, in its own name or in third person name, or participate with them in any kind of business, perform and carry out all kinds of contracts, they could be civil, industrial, commercial or financial, convenient or needed to get the purpose that it follows, and they should be related to the business object/social object.

### **CERTIFIES**

Administrative Statements: A) Board of Partners. B)President and Vicepresident. C)Manager and Substitute Manager.

The representation of the partnership and the administration of the social business concern to all and each one of the partners, all together come to an agreement and delegate such duties, on those who redeem the charge of president or manager, who have a substitute in order to replace them in their jobs in their temporary or total absence. All and each one of the partners delegate on the president without restrictions and/or on the manager, but in an unlimited way for the board of partners or the president the faculty to manage and represent directly the partnership and use the firm name.

In case of total absence and/or temporary absence of the president and/or of the manager those duties will be assumed by the substitute, in case they would have been.

The active and passive representation of the partnership and the use of

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The firm name and the wide administrative faculties belong to the president who will have vice president in order to replace him in his total and/or temporary absence; the same duties, but in a limited way belong to the manager and all of them will be named by the board of partners.

These are duties of the president in an unlimited way and/or of the manager in a limited way, besides, he will have the representation of the partnership, to manage it directly and use the firm name. The following A)...B)...C) In the development of the legal representation of the partnership, they could sue, reply or present a petition to all kinds of resources, to make concessions, to empower, substitute proxy, to revoke writ, and name umpires, to represent the partnership judicially or extrajudicially, administrative, contractual, etc.

D) Give and get money in mutual with or without interests, sign draft, open up current bank accounts in commercial banks and withdraw from them. To carry out contract of change in all its manifestations, and in one word, to make all the administrative acts that are not forbidden. The previous numeration is not restricted. Moreover the president has the duty to limit or authorize, and give instructions to the manager and this one can make transactions up to seven million (7'.000.000) current money (pesos). He will require the authorization of the president or of the board of partners.

Duties of the substitute manager: In total or temporary absence of the manager, he could withdraw from the current back accounts of the partnership and if the manager's absence last longer than fifteen (15) days, he will have the same duties of the manager which are established in the 22<sup>nd</sup> article of the statutes.

Duties of the **BOARD OF PARTNERS**: The following duties are exclusively of the board of partners:

A) Name a president and a vice president for his replacement in case of total or temporary absence of the first one; and also name a manager. Fix the payment of the elected persons and move them freely.

B) Create an attorney general job giving him or showing him his duties. In order to elect him, it will require the vote of the members who represent the 50% of the social parts.

G) Arrange the admonitions against the administrators, social representatives, the attorney or against any other person who has not carried out his/her duties or who has caused damages or injuries to the partnership

I) Resolve increase in the capital

J) Define the duties of the manager at anytime authorizing or confining his faculties on any business in particular and limit the general orientation of them.

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In the public deed N° 4.012. In a precise way, it says...."mrs Ana María Espinel Rojas, manager of the company is authorized to commit the partnership up to one hundred (100) monthly basic salaries.

### **CERTIFIES**

Designations

Document: minutes

Number:12

Date: 09-26-1992

Origin: Extraordinary Board of Partners assembly.

Registration date: 11-18-1992 Number 59884

Book:09



They were named  
Mario Enrico Maya Gomez  
c.c 16.648.101  
President

Ana Maria Espinel Rojas  
c.c 31.845.967  
Manager

Pablo Antonio Gomez Tamara  
c.c 16.631.121  
vice president

### **CERTIFIES**

Designation  
Document: minutes                      Number:24  
Date 27-03-2000  
Origin: Board of Partners  
Registration Date: 27-04-27              Number 02878  
Book:09

They were named:

Luis Alberto Gonzalez Rivera  
c.c 16.249.198  
Attorney general

Luis Enrique Sanchez Londoño  
c.c 16.251.637  
Substitute Attorney

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### **CERTIFIES**

Capital and partners:      \$274.000.000  
Divided in 274.000 quotas of nominal value of \$1.000 each one distributed  
as follow:

**PARTNERS**

Mario Enrico Maya Gomez  
Pablo Antonio Gomez Tamara

**CONTRIBUTIONS**

137.000.000.000  
137.000.000.000

**TOTAL CAPITAL**

-----  
274.000.000.000

The responsibility of the partners stays limited to the amount of the corresponding contributions.

**CERTIFIES**

To their names is registered in the Chamber of Commerce with the number 167910-02 an establishment called:

Carnes Frias Enriko  
Placed in: Cl 40 N° 14-94 Cali  
And renewed it in 2001

**CERTIFIES**

To their names is registered in the Chamber of Commerce with the number 424198-2 an establishment called:

Sandwich Enriko  
Placed in: Cr 15 N° 39-57 Cali  
And renewed it in 2001

**CERTIFIES**

To their names is registered in the Chamber of Commerce with the number 547773-02 an establishment called:

Carnes Frias Enriko. Sales place N° 1  
Placed in: Cl 70 Cra 1 (14 Calima) Cali.  
And renewed it in 2001

**CERTIFIES**

To their names is registered in the Chamber of Commerce with the number 547774-02 an establishment called:  
Carnes Frias Enriko Sales place N°2  
Placed in: Cr. 23 D N° 9-45 Cali.  
And renewed it in 2001

**CERTIFIES**

To their names is registered in the Chamber of commerce with the number 547775-02 an establishment called:  
Carnes Frias Enriko. Sales place N°3.  
Placed in: Cl 10 N°70-38 (14 Limonar) Cali  
And renewed in 2001.

**CERTIFIES**

To their names is registered in the Chamber of Commerce with the number 549903-02 an establishment called:  
Costillitas Enriko  
Placed in: Cl 62 N° 1A 7-08 Cali.  
And renewed it in 2001.

**CERTIFIES**

Deed renewal: the partnership renewed the deed the 5<sup>th</sup> of Mars 2001

**CERTIFIES**

There are not any other registration that modify total or partially this certificate.

The registration acts stay firm for five (5) labor days after the registration date provided that during that period of time they are not going to be used as objects of resources in the governmental way.

According to the judicial decree 2150 Of 1995 and the authorization given by the Superintendence of Industry and Commerce, the signature that appears at the bottom of this document has total standing to all legal procedures.

Given in cali the 13<sup>th</sup> of November 2001. Time: 09:35:41.

SECRETARY