

F11000004780

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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44-55556

2011/30/11



November 07, 2011

Pamela Smith
Regulatory Specialist II
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Subject: Alpina Foods, Inc.
Ref. Number: W11000055586
Letter Number: 311A00024756

Dear Ms. Smith:

In response to your letter, I just want to let you know that Alpina Foods, LLC., a Nevada entity, and Alpina Foods, Inc., a New York entity, have the same principals. Both entities entered into a merger agreement on August 19, 2011, where the surviving entity is Alpina Foods Inc. Attached are the documents for your reference.

Should you have any questions, please feel free to contact our agent, GBS Consultants, Inc. Attention Maria Antonietta Diaz.

Sincerely,

Carlos A. Ramirez
President
ALPINA FOODS, INC.

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Alpina Foods, Inc.

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," or "Certificate of Good Standing" 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:

Maria Antonietta Diaz

Name of Person

GBS Consultants, Inc.

Firm/Company

18501 Pines Boulevard, Suite 201

Address

Pembroke Pines, FL 33029

City/State and Zip code

maria.diaz@gbsgroup.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Maria Antonietta Diaz

Name of Person

at (954) 659-8835

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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. Alpina Foods, Inc.

(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. New York

(State or country under the law of which it is incorporated)

3. 45-3054442

(FEI number, if applicable)

4. August 12, 2011

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. N/A

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. Corporation Service Company 80 State Street; Albany, NY 12207-2543

(Principal office address)

601 Brickell Key Drive, Suite 901; Miami, FL 33131

(Current mailing address)

8. All lawful Business

(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 NOT acceptable)

Name: GBS Consultants, Inc.

Office Address: 18501 Pines Blvd. Suite 201

Pembroke Pines

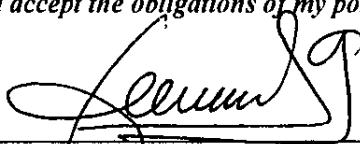
(City)

, Florida 33029

(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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Carlos A. Ramirez

Address: 601 Brickell Key Drive, Suite 901
Miami, FL 33131

Vice Chairman: Carlos Mejia

Address: Kilometro 3 Via Briceño Sopo, Edificio Corporativo Alpina
Colombia

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: CARLOS A. RAMIREZ

Address: 601 Brickell Key DR, Suite 901
Miami, FL 33131

Vice President: CARLOS MEJIA

Address: Kilometro 3 Via Briceño Sopo - Edificio Corporativo Alpina
Colombia

Secretary: MARIA A. CORONADO

Address: 601 Brickell Key DR, Suite 901, Miami, FL 33131

Treasurer: DANIEL A. RODRIGUEZ

Address: 601 Brickell Key DR, Suite 901, Miami, FL 33131

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

13. 
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

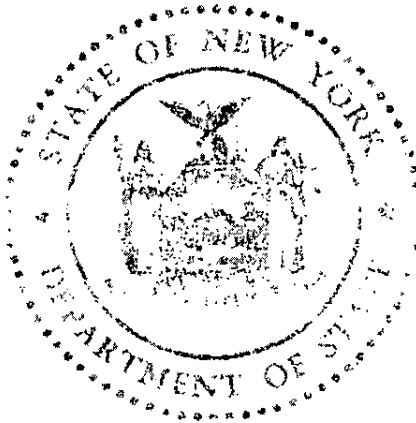
14. CARLOS A. RAMIREZ GENERAL MANAGER
(Typed or printed name and capacity of person signing application)

State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of ALPINA FOODS, INC. was filed on 08/12/2011, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation. I further certify the following:

A Certificate of Merger was filed on 08/23/2011.

I further certify, that no other documents have been filed by such Corporation.



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*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 06th day of October two
thousand and eleven.*

A handwritten signature in dark ink, appearing to read "Neil H. ...", is written over a faint circular outline.

First Deputy Secretary of State