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Florida Department of State
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To:
Division of Corporations
Fax Number : (850)205-0383

From:
Account Name : EAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

**FOREIGN PROFIT QUALIFICATION
FOOD DEVELOPMENT CORPORATION**

Certificate of Status	0
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03 DEC 16 AM 8:02
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TALLAHASSEE
RECEIVED
03 DEC 17 AM 8:02
DIVISION OF CORPORATION

12-17-03

**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. FOOD DEVELOPMENT CORPORATION

(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. REPUBLIC OF PANAMA

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

3.

(FEI number, if applicable)

4. 06/16/1992

(Date of incorporation)

5. PERPETUAL

(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. 50 SW 10th STREET, SUITE 812, MIAMI, FL 33130

(Principal office address)

50 SW 10th STREET, SUITE 812, MIAMI, FL 33130

(Current mailing address)

8. INVESTMENT IN RESTAURANTS

(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: **GABRIEL S. DIAZ-SARMIENTO, CPA**

Office Address: **1985 NW 88th COURT, SUITE 201**

MIAMI

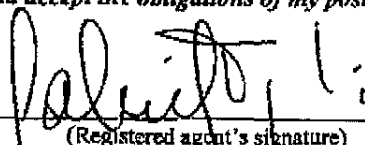
(City)

, Florida **33172**

(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:

03 DEC 16 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

A. DIRECTORS

Chairman: LILIAN DE MUSCHETT

Address: 1985 NW 88 COURT, #201, MIAMI, FL 33172

Vice Chairman: _____

Address: _____

Director: HARMODIO HERRERA V.

Address: 1985 NW 88 COURT, #201, MIAMI, FL 33172

Director: OLGA S. DE ESPINOSA

Address: 1985 NW 88 COURT, #201, MIAMI, FL 33172

B. OFFICERS

President: LILIAN DE MUSCHETT

Address: 1985 NW 88 COURT, #201, MIAMI, FL 33172

Vice President: HARMODIO HERRERA V.

Address: 1985 NW 88 COURT, #201, MIAMI, FL 33172

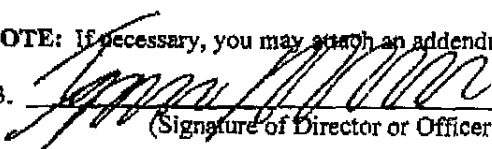
Secretary: OLGA S. DE ESPINOSA

Address: 1985 NW 88 COURT, #201, MIAMI, FL 33172

Treasurer: HARMODIO HERRERA V.

Address: 1985 NW 88 COURT, #201, MIAMI, FL 33172

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. IGNACIO MALDONADO - SECRETARY
(Typed or printed name and capacity of person signing application)

03 DEC 16 AM 8:33
SECRETARY U.S. MAIL
FALAHASSEE FL 33172

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FOOD DEVELOPMENT CORPORATION
LIST OF ADDITIONAL OFFICERS LINE 12 (B)

SECRETARY

NAME: IGNACIO MALDONADO

ADDRESS: 50 SW 10th STREET, SUITE 812, MIAMI, FL 33130-4139

03 DEC 16 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FL 32310-0001

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THE FOLLOWING IS A TRANSLATION FROM THE ORIGINAL DOCUMENT:

SEAL OF THE REPUBLIC OF PANAMA
REPUBLIC OF PANAMA
PUBLIC REGISTRY OF PANAMA

//LEN

PAGE 1

IN RESPONSE TO THE REQUEST 582863
CERTIFIES

----- THAT THE CORPORATION -----
FOOD DEVELOPMENT CORPORATION.
 IS REGISTERED UNDER CARD: 260711 ROLL: 35632 IMAGE (SLIDE): 33
 SINCE JUNE SIXTEEN NINETEEN NINETY TWO.

- THAT THE CORPORATION IS ACTIVE
- THAT ITS SIGNEES ARE:
1) MARIANO J. OTEIZA
2) ALVARO A. ALEMAN H.

- THAT ITS DIRECTORS ARE:
1) EDUARDO A. DIAZ S.
2) EZEQUIEL RUIZ R.
3) OLGA S. DE ESPINOSA

- THAT ITS OFFICERS ARE:

PRESIDENT	: EDUARDO A. DIAZ S.
VICE-PRESIDENT	: EZEQUIEL RUIZ R.
TREASURER	: EZEQUIEL RUIZ R.
SECRETARY	: OLGA S. DE ESPINOSA

- THAT ITS LEGAL REPRESENTATION WILL BE:
NOT DETAILED.

A GENERAL POWER OF ATTORNEY IS GIVEN TO: BEATRIZ LEYVA DE
CHEER, REGISTERED IN THE ROLL 53450 AND IMAGE (SLIDE) 31 AS OF
MARCH 19, 1997

- THAT ITS REGISTERED AGENT IS ICAZA, GONZALEZ-RUIZ & ALEMAN
- THAT ITS DOMICILE IS PANAMA

SECRETARY OF DEFENSE
TALLAHASSEE, FLORIDA
03 DEC 16 AM 8:33
FILED

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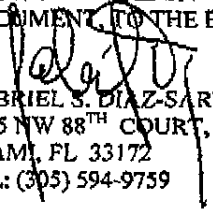
GRANTED AND SIGNED IN THE PROVINCE OF PANAMA, ON NOVEMEBER
TWENTY FOUR TWO THOUSAND THREE AT 08:44:31, A.M.

NOTE: THIS CERTIFICATE PAID DOCUMENTARY TAX IN THE AMOUNT OF
B/. 30.00

RECEIOT NUMBER 582863

CERTIFICATE NUMBER: regular corporation -

UNDER OATH, I ATTEST THAT THE ABOVE DOCUMENT HAS BEEN TRANSLATED BY ME,
GABRIEL S. DIAZ-SARMIENTO, AND IS A FAITHFUL TRANSLATION FROM THE ORIGINAL
DOCUMENT TO THE BEST OF MY ABILITY ON THIS THE 16th DAY OF DECEMBER, 2003.


GABRIEL S. DIAZ-SARMIENTO
1985 NW 88TH COURT, SUITE 201
MIAMI, FL 33172
TEL: (305) 594-9759

SUBSCRIBED AND SWORN BEFORE ME
THIS 16 DAY OF 12-03
BY GABRIEL S. DIAZ-SARMIENTO WHO
PRODUCED A CURRENT D265-297-46-413-0-
AS IDENTIFICATION. pc



Maria C. Carrion
MY COMMISSION # DC286227 EXPIRES
April 28, 2007
BONDED THRU TROY RAIN INSURANCE, INC.

AND
FILED
03 DEC 16 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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// ELEN

REPUBLICA DE PANAMA
REGISTRO PUBLICO DE PANAMA

PAG.

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CON VISTA A LA SOLICITUD 382863
C E R T I F I C A

QUE LA SOCIEDAD :

FOOD DEVELOPMENT CORPORATION.

SE ENCUENTRA REGISTRADA EN LA FICHA: 260711 ROLLO: 35632 IMAGEN: 33
DESDE EL DIECISEIS DE JUNIO DE MIL NOVECIENTOS NOVENTA Y DOS ,

- QUE LA SOCIEDAD SE ENCUENTRA VIGENTE

- QUE SUS SUSCRIPTORES SON:

- (1) MARIANO J. OTELZA
- (2) ALVARO A. ALEMAN H.

- QUE SUS DIRECTORES SON:

- 1) EDUARDO A. DIAZ S.
- 2) EZEQUIEL RUIZ R.
- 3) OLGA S. DE ESPINOSA

- QUE SUS DIGNATARIOS SON:

PRESIDENTE	: EDUARDO A. DIAZ S.
VICE-PRESIDENTE	: EZEQUIEL RUIZ R.
TESORERO	: EZEQUIEL RUIZ R.
SECRETARIO	: OLGA S. DE ESPINOSA

- QUE LA REPRESENTACION LEGAL LA EJERCERA:
NO SE DETALLA.

SE OTORGA PODER GENERAL A: BEATRIZ LEYVA DE CHEER, INSCRITA AL ROLLO
53450 Y LA IMAGEN 31 DESDE EL 19 DE MARZO DE 1997

- QUE SU AGENTE RESIDENTE ES: ICAZA, GONZALEZ-RUIZ & ALEMAN
- QUE SU DOMICILIO ES PANAMA

EXPEDIDO Y FIRMADO EN LA PROVINCIA DE PANAMA , EL VEINTICUATRO DE NOVIEMBRE
DEL DOS MIL TRES A LAS 08:44:31, A.M.

NOTA: ESTA CERTIFICACION PAGO DERECHOS
POR UN VALOR DE B/. 30.00
COMPROBANTE NO. 382863
NO. CERTIFICADO: S. ANONIMA - 515543
FECHA: Lunes 24, Noviembre DE 2003

// ELEN //

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Lda. Irma L. Garcia P
CERTIFICADORA