

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

A96000001493



networks

PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 042672 4336650

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 5, 1996

ORDER TIME : 11:13 AM

ORDER NO. : 042672

CUSTOMER NO: 4336650

CUSTOMER: Robert Hudson, Jr., Esq
BAKER & MCKENZIE
Suite 1600
701 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: INTERNATIONAL FOOD TRADING
LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

G. TAX 76.00
FILING 35.00
R. AGENT FEE 52.50
C. COPY 157.50
TOTAL 220.00
N. BANK
BALANCE DUE

FFIND 200001922392
-08/14/96-01100--007
****157.50: ****157.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG -9 AM 10:04

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG -9 AM 10:04

8/9

BAKER & MCKENZIE

ATTORNEYS AT LAW

SUITE 1000

BARNETT TOWER

701 BRICKELL AVENUE

MIAMI, FLORIDA 33131-2027

TELEPHONE (305) 789-8900

CABLE ABOGADOMIA • TELEX 592386

FACSIMILE (305) 789-8953

EUROPE MIDDLE EAST

ALMATY
AMSTERDAM
BARCELONA
BERLIN
BRUSSELS
MUNICH
CAIRO
FRANKFURT
GENEVA
HELV
LAUSANNE
LONDON

ASIA PACIFIC

BANGKOK
BEIJING
HANOI
HO CHI MINH CITY
HONG KONG
MANILA
MELBOURNE
SINGAPORE
TOKYO
TOKYO

NORTH AND SOUTH AMERICA

BOGOTA
BRASILIA
BUENOS AIRES
CARACAS
CHICAGO
DALLAS
JUANES
MEXICO CITY
MIAMI
MONTERREY
NEW YORK
PALO ALTO
RIO DE JANEIRO
SAN DIEGO
SAN FRANCISCO
SAO PAULO
SANTIAGO
TIJUANA
TORONTO
VALENCIA
WASHINGTON, D.C.

ROBERT F. HUDSON, JR.
(305) 789-8900

August 2, 1996

VIA FEDERAL EXPRESS

CSC Networks
1201 Hays Street
Tallahassee, Florida 32301

Re: Filings

Dear Sir/Madame:

Enclosed please find original plus one copy of the Certificate of Limited Partnership of International Food Trading, Ltd. for filing with the Florida Secretary of State's office, along with our Firm's check in the amount of \$157.50 to cover for the filing and certification fee. Please note that we need for this filing to be processed on an expedited basis.

Upon filing the Certificate of Limited Partnership with the Florida Secretary of State's office, kindly return the certified copy to our office via Federal Express and forward a confirmation via facsimile at (305) 789-8953.

Should you have any questions or comments, please do not hesitate to contact us.

Very truly yours,

for Robert F. Hudson, Jr.
Robert F. Hudson, Jr.
(FORWARDED IN HIS ABSENCE
TO AVOID DELAY)
(CR)

Enclosure
MIAMI91603V

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG -9 AM 10:04

RUSH

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
INTERNATIONAL FOOD TRADING, LTD.
a Florida limited partnership**

1. The name of this limited partnership is International Food Trading, Ltd. (the "Partnership").

2. The principal place of business and the mailing address of the Partnership is:

701 Brickell Avenue
Suite 850
Miami, Florida 33131

3. The name and address of the registered agent of the Partnership is:

John S. Sullivan
701 Brickell Avenue
Suite 850
Miami, Florida 33131

4. The name and address of the General Partner of the Partnership is:

International Food Trading, Inc.
The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801

5. The latest date upon which the Partnership is to dissolve is December 31, 2046.

IN WITNESS WHEREOF, the undersigned general partner of International Food Trading, Ltd. has executed this Certificate of Limited Partnership this 2nd day of August, 1996.

GENERAL PARTNER:



Javier de Otaduy

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG -9 AM 10:04

F960000 04069

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

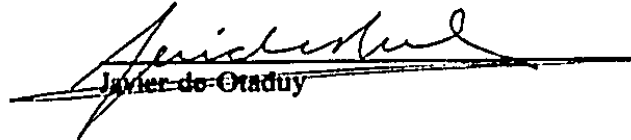
1. The name of the partnership is International Food Trading, Ltd., a Florida limited partnership (the "Partnership").

2. The amount of the capital contribution of the Limited Partners and the amount anticipated to be contributed by the Limited Partners of the Partnership is \$10,000.

FURTHER AFFIANT SAYETH NOT.

GENERAL PARTNER:

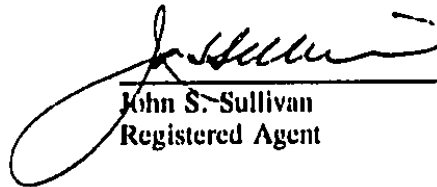
Dated: August 2, 1996


Javier de Ojeda

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG -9 AM 10:04

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for International Food Trading, Ltd., at the place designated in this Certificate of Limited Partnership, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.


John S. Sullivan
Registered Agent

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 AUG -9 AM 10:05

MIAMI\91476