

Divisions Page 1 of 1
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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To: Division of Corporations
Fax Number : (850) 922-4003

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FOREIGN PROFIT QUALIFICATION

ISALA TROPICAL CHIPS C.A., INC.

Certificate of Status	1
Certified Copy	1
Page Count	11
Estimated Charge	\$87.50

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00 FEB 18 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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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. ISELA TROPICAL CHIPS C.A., 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. VENEZUELA 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 8/17/93 5. 20 Years
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. _____
January 1, 2000
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 617.155, F.S.)
7. a. 1400 NW 79th Avenue, Miami, Florida 33126
(Principal office address)
b. Avenida Francisco de Miranda-Centro Empresarial Don Bosco, 3rd Floor
Offico A, Caracas, Ven (Current mailing address)
8. Distribution of food products
(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: Oscar J. Vila, III
Office Address: 338 Minorca Ave
Coral Gables, 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.
Oscar J. Vila
(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

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Chairman: _____

Address: _____

Vice Chairman: Vice Chairman - Isela Weill

Address: 4512 Monserrate Street
Coral Gables, Florida 33146

Director: Rolando Weill

Address: 6401 Riviera Drive
Coral Gables, Florida 33146

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Isela Weill (Vice Chairman) Rolando A. Weill (Director)
(Typed or printed name and capacity of person signing application)

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CERTIFICATE OF ACCURACY

The undersigned, Dr. Luis A. de la Vega, Chairman of Professional Translating Services, Inc., appearing on behalf of Professional Translating Services, Inc., hereby states, to the best of his knowledge and belief, that the foregoing is an accurate translation of the attached original document in the SPANISH language, consisting of TWO pages, and that this is the last of the attached.



for Professional Translating Services, Inc.

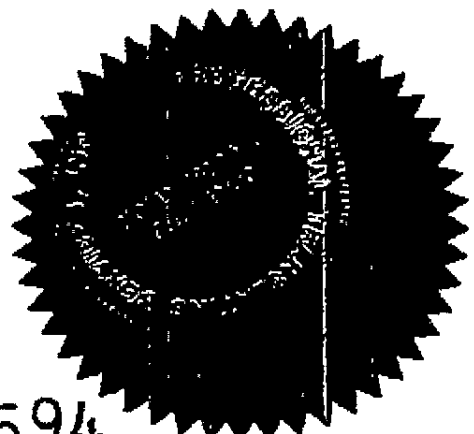
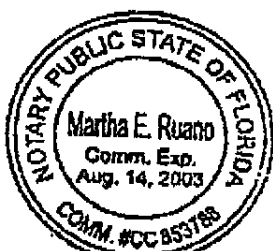
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NOTARY PUBLIC
STATE OF FLORIDA

State of Florida

County of Dade

The foregoing certificate was acknowledged before me on this 24 day of NOVEMBER, 1999, by Dr. Luis A. de la Vega, the Chairman of Professional Translating Services, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me.


Notary Public



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[Great Seal]

MERCANTILE REGISTRY II
OF THE JUDICIAL CIRCUIT OF THE FEDERAL DISTRICT AND MIRANDA STATE

The undersigned Dr. JULIO IPRAODA CONTRERAS UZCATEGUI, Second Mercantile Registrar of the Judicial Circuit of the Federal District and Miranda State: CERTIFIES: That he has compared the photostatic copy consisting of: FOURTEEN (14) pages, reproduced hereunder, and that the same is a true and exact copy. OF THE DOCUMENT RECORDED UNDER No. 37, VOLUME 88-A SECOND, DATED 8-17-93, NO. 77 VOLUME 118-A SECOND, DATED 4-15-98, PERTAINING TO THE COMPANY: ISELA TROPICAL CHIPS CA which are added to File No. 430544, dated AS MENTIONED ABOVE. He CERTIFIES, likewise, by analogous application of Article 120 of the Public Registry Law, that this Photostatic Copy has been made at this Office, by: LUISA [illegible], bearer of Identity Card No. 4.312.986, a competent individual, authorized by me to do so and who, together with me, subscribes the present certification and each one of its pages.

c.c. m.r.

[Two rubber stamps:
REPUBLIC OF VENEZUELA
MERCANTILE REGISTRY II
JUDICIAL CIRCUIT OF THE
FEDERAL DISTRICT AND MIRANDA STATE]

FILED
CLERK OF STATE
CIVIL COURT OF FEDERAL JUDICIAL
NO FEB 18 PM 3:00



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[Rubber stamp]
JUAN CASTILLO TOLEDO
ATTORNEY-AT-LAW
INF. 2[illegible]
9-9-65]
/s/ [illegible]

[Rubber stamp:
APPROVED
/s/ [illegible]
DATE: 05-24-93]

Vol. 388[illegible]
[illegible]

[Tax stamp]

We, Roberto A. Weill Pinella, Roberto [illegible] Weill Gómez, Rafael A. Weill Gómez, and Rolando A. Weill Gómez, all of legal age, Venezuelans, domiciled hereat and bearers of Identity Cards Nos. 6.206.743, 6.338.07 [illegible], 6.338.07 [illegible] and 6.338.077, respectively, the latter acting on his own behalf and in representation of the former two, as per powers-of-attorney executed on 04-29-91 and 05-08-92, respectively, before Notary Public Offices 5 of Sucre District, Miranda State, and Nine of Sucre Municipality, Miranda State, respectively, and which were notarized under No. 68, Volume 54, and No. 12, Volume 37 A, respectively, hereby state: That pursuant to the Venezuelan Code of Commerce in force, we hereby organize a Corporation which shall be governed by the following clauses, which have been drafted with sufficient breadth so as to serve, in turn, as the Incorporation Document and Corporate Bylaws thereof:

CHAPTER I

NAME, PURPOSE, DOMICILE AND DURATION

ONE: The Company shall be named ISELA TROPICAL CHIPS, C.A.

TWO: The Company shall have as its purpose the packing of food products and the processing, import and export thereof, as well as other activity of lawful commerce.

THREE: The company's domicile shall be the city of Caracas, being able, at the discretion of its [board of] directors, to have businesses or establishments in other places in the Republic or abroad.

[Two rubber stamps:
REPUBLIC OF VENEZUELA
MERCANTILE REGISTRY II
JUDICIAL CIRCUIT OF THE
FEDERAL DISTRICT AND MIRANDA STATE]

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REPUBLIC OF VENEZUELA
MERCANTILE REGISTRY II
JUDICIAL CIRCUIT OF THE
FEDERAL DISTRICT AND MIRANDA STATE

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PROFESSIONAL TRANSLATING SERVICES, INC.
CERTIFIED TRANSLATION

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The undersigned certifies that the foregoing photostatic reproductions, consisting of fourteen (14) pages, are true and exact copies of those inserted in file No. 430544, which are issued in Caracas on the ELEVENTH (11) day of JANUARY, 1999.
Pursuant to MR receipt No.

Mercantile Registrar II /s/ [illegible]
of the Judicial Circuit of the
Federal District and Miranda State

/s/ [illegible]
The Authorized Person

Dr. JULIO IPRAUDA CONTRERAS UZCATEGUI

[Two rubber stamps:
REPUBLIC OF VENEZUELA
MERCANTILE REGISTRY II
JUDICIAL CIRCUIT OF THE
FEDERAL DISTRICT AND MIRANDA STATE]

[See original for five tax stamps, duly cancelled by several of the above rubber stamps.]

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CERTIFIED TRANSLATION

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REGISTRO MERCANTIL II

DE LA CIRCUNSCRIPCION JUDICIAL DEL DITO. FEDERAL Y ESTADO MIRANDA

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Dr. JULIO IPARRA CONTRERAS UZCATEGUI Registrador Mercantil Segundo,

de la Circunscripción Judicial del Distrito Federal y Estado Miranda, quien suscribe:

CERTIFICA: Que he confrontado la copia fotostática constante de: CATORCE (14)

folios, que a continuación se reproducen, y que es traslado fiel y exacto.

DEL DOCUMENTO INSCRITO BAJO EL N 37 TOMO/BO-ASEDO DE FECHA

17-8-93 . N 77 TOMO LIB-ASEDO DE FECHA 15-4-98 CORRESPONDIENTE A

LA COMPAÑIA : ISELA TROPICAL CHIPS CA

que se encuentran agregados al Expediente N: 430544 con Fecha

ANTES MENCIONADA

CERTIFICA.

Igualmente, por aplicación análoga del Artículo 120 de la Ley de Registro Público, que esta Copia

Fotostática, ha sido hecha en esta Oficina, por el Ciudadano:

con Cédula de Identidad N: 4.312.986 persona capaz, autorizada para hacerla y

quien, junto conmigo suscribe la presente certificación y cada uno de



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VISTO BUENO

FECHA

27-05-73

Notarios, Roberto A. ...
Rafael A. Veill Gómez, y Orlando A. Veill Gómez, todos mayores de edad, venezolanos, de este domicilio y Cédulas de Identidad No. 6.206.743; 6.338.076 y 6.338.077, respectivamente, actuando este último en su propio nombre y en representación de los dos primeros, según poderes otorgados en fechas 27-04-71 y 02-05-72, respectivamente, por ante los Notarios Públicos Sr. del Distrito ... del Estado Miranda, y Notario del Municipio Sucre del ...
respectivamente, y los cuales quedaron notariados ... el No. 65, Tomo 56 y No. 12, Tomo 37 A respectivamente ... el precepto documento, acordamos: Que de acuerdo con el Código de Comercio venezolano vigente y por el presente documento, dejamos constituida una Compañía Anónima la cual se regirá por las siguientes cláusulas: Las cuales han sido dictadas con suficiente amplitud para que sirvan como Documento Constitutivo y Estatutos Notariales de la misma.

DENOMINACION. OBJETO. DOMICILIO Y DISTRICCIÓN

PRIMERA: la Compañía se denominará ISERJA TROPICAL SALES, C.A.

SEGUNDA: la Compañía tendrá como objeto el empaque de productos alimenticios y su procesamiento, importación y exportación de los mismos, así como otra actividad de libre comercio.

TERCERA: El domicilio de la sociedad será la ciudad de Caracas, pudiendo a juicio de su Directiva, tener establecimientos en otros lugares de la República o en el exterior.

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Quien suscribe hace constar que las copias y reproducciones
fotostaticas, constante de 14 folios, son copias fieles y exactas de las que se insertan
al expediente número 1100543 las cuales se encuentran en
Caracas, en el día 02 de FEB de 1999
de 1999.

Según Planilla RM-No.

El Registrador, Mariano

La Persona Autorizada

El Subscritor, Dr. JULIO IPRAUD

Dr. JULIO IPRAUD

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REPUBLICA DE VENEZUELA
MINISTERIO DEL INTERIOR
DIRECCION DEL REGISTRO NACIONAL
02 FEB 19 00 PM 3:00

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** TOTAL PAGE: 04 **

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CERTIFICATE OF ACCURACY

The undersigned, Dr. Luis A. de la Vega, Chairman of Professional Translating Services, Inc., appearing on behalf of Professional Translating Services, Inc., hereby states, to the best of his knowledge and belief, that the foregoing is an accurate translation of the attached original document in the SPANISH language, consisting of THREE pages, and that this is the last of the attached.

Dr. Luis A. de la Vega, Chairman
for Professional Translating Services, Inc.

UNIVERSITY MICROFILMS
00 FEB 18 PM 3:00

State of Florida
County of Dade

The foregoing certificate was acknowledged before me on this 14TH day of JANUARY, 2000, by Dr. Luis A. de la Vega, the Chairman of Professional Translating Services, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me.

Martha E. Ruano
Notary Public



MARTHA E. RUANO
Notary Public - State of Florida
My Comm. Exp. Aug 14, 2003
COMMISSION # CC 853788



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