

Document Number Only

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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

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*****70.00 *****70.00

CORPORATION(S) NAME

Philip Morris Latin America Foods Sales Corporation

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
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W.P. Verifier _____

09/26/00

Order#:

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00 SEP 26 AM 11:15
DIVISION OF CORPORATION

B/K 9/26

**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. Philip Morris Latin America Foods Sales Corporation

(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. Delaware

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

3. 13-3608693

(FEI number, if applicable)

4. 1/29/1991

(Date of incorporation)

5. Perpetual

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

6. August 1, 2000

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 800 Westchester Avenue, Rye Brook, New York 10573

(Current mailing address)

8. Food Sales in Latin America.

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(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.

C T Corporation System

Connie Bryan

(Registered agent's signature)

Connie Bryan, Special Agent Sec.

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 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: None

Address: _____

Director

~~Vice Chairman~~ Michael B. Adams

Address: 800 Westchester Avenue

Rye Brook, NY 10573

Director: G. Carlton Adkins

Address: 800 Westchester Avenue

Rye Brook, NY 10573

Director: Owen C. Smith

Address: 800 Westchester Avenue

Rye Brook, NY 10573

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

President: Franklin Earle

Address: 800 Westchester Avenue

Rye Brook, NY 10573

Vice President: Michael B. Adams

Address: 800 Westchester Avenue

Rye Brook, NY 10573

Secretary: G. Carlton Adkins

Address: 800 Westchester Avenue

Rye Brook, NY 10573

Treasurer: Dennis J. Floam

Address: 800 Westchester Avenue

Rye Brook, NY 10573

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

13. Michael B. Adams 9/20/2000
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael B. Adams, Vice President

(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHILIP MORRIS LATIN AMERICA FOODS SALES CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.


AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
00 SEP 26 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Edward J. Freel, Secretary of State
AUTHENTICATION: 0693453

DATE: 09-25-00