

FO0000007015

CORPORATION(S) NAME

Philip Morris Latin America Sales Corp.

FILED
00 DEC 15 PM 3:57
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		

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Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

12/15/00

Order#: 3473223

Ref#: _____

Amount: \$ _____

100400634094

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

DIVISION OF CORPORATION
00 DEC 15 PM 12:44

RECEIVED

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

3K
12/15



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 18, 2000

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: PHILIP MORRIS LATIN AMERICA SALES CORP.
Ref. Number: W00000029531

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TALLAHASSEE, FLORIDA

We have received your document for PHILIP MORRIS LATIN AMERICA SALES CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$70.00 payment.

It appears that this corporation may already be qualified in Florida. Please examine the attached printout for Document Number F00000005372.

Note that the FEI number is not the same as listed on your application? Is this the same Delaware corporation? A different Delaware corporation????

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 300A00068360

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please back-date

TO: SECRETARY OF STATE
FROM: BUCK KOHR
DATE: 12/18/00
RE: PHILIP MORRIS LATIN AMERICA SALES CORP.
DOCUMENT NUMBER F00000005372

Tucker
[Signature]

**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.*

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TALLAHASSEE, FLORIDA

1. PHILIP MORRIS LATIN AMERICA SALES CORP.

(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. 58-1760647

(FEI number, if applicable)

4. November 16, 1987

(Date of incorporation)

5. perpetual

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

6. January 1, 2001

(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. To engage in any lawful act or activity for which corporations may be organized.

(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

Cassim Bayne

(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 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: _____

Address: _____

Director: _____
~~Vice Chairman~~ Owen C. Smith

Address: 800 Westchester Avenue, Rye Brook, New York 10573

Director: Michael B. Adams

Address: 800 Westchester Avenue, Rye Brook, New York 10573

Director: G. Carlton Adkins

Address: 800 Westchester Avenue, Rye Brook, New York 10573

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

President: Franklin Earle

Address: 800 Westchester Avenue, Rye Brook, New York 10573

Vice President: Michael B. Adams

Address: 800 Westchester Avenue, Rye Brook, New York 10573

Secretary: G. Carlton Adkins

Address: 800 Westchester Avenue, Rye Brook, New York 10573

Treasurer: Dennis J. Floam

Address: 800 Westchester Avenue, Rye Brook, New York 10573

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

13. Michael B. Adams
(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)

12/12/00

State of Delaware

PAGE 1

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 SALES CORP." 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 FOURTEENTH DAY OF DECEMBER, 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
DEC 15 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



2143594 8300

001627126

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0854929

DATE: 12-14-00