



FOI000001602

ACCOUNT NO. : 072100000032
REFERENCE : 089503 4344659
AUTHORIZATION : *Patureo Pujut*
COST LIMIT : \$ 78.75

FILED
01 MAR 23 PM 3:48
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

ORDER DATE : March 23, 2001
ORDER TIME : 10:45 AM
ORDER NO. : 089503-010
CUSTOMER NO: 4344659
CUSTOMER: Andrew Dunstan, Legal Asst
Greenberg Traurig, P.a.
Suite 300 East
777 South Flagler Drive
West Palm Beach, FL 33401

*Pls file
the Corp's
1st.
The West!*

FOREIGN FILINGS

NAME: DESARROLLOS AGROPECUARIOS
XENABAL, S.A. *(9)*

100003907931--3

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

RECEIVED
01 MAR 23 PM 12:53
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Carina L. Dunlap -- EXT#

EXAMINER: _____

3K 3/23 *3/23*

**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. Desarrollos Agropecuarios Xenabal, S.A.
(Name of corporation: must include the word "INCORPORATED," "COMPANY," "CORPORATION" or words or abbreviations or
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. Guatemala
(State or country under the law of which it is incorporated)

3. N/A
(FEI number, if applicable)

4. 06/26/95
(Date of Incorporation)

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

6. upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 7 Avenida 6-53, Zona 4, Of. 143 "A", 13th Floor, El Triangulo Building

Guatemala, Guatemala
(Current mailing address)

8. To engage in any act or activity for which corporations may be organized under the
Florida Business Corporation Act.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box of Mail Drop Box **NOT**
acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, FL

32301
(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.*

CORPORATION SERVICE COMPANY

By: Deborah D Skipper
(Registered agent's signature)

Deborah D. Skipper
Asst. Secretary

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)

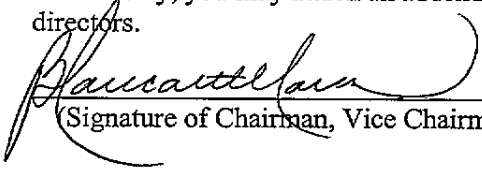
Director: Blanca Castellanos
Address: 7 Avenida 6-53, Zona 4, Of. 143 "A", 13th Floor, El Triangulo Building
Guatemala, Guatemala
Director: Eduardo Ubico
Address: 7 Avenida 6-53, Zona 4, Of. 143 "A", 13th Floor, El Triangulo Building
Guatemala, Guatemala
Director: Rosa Zamora
Address: 7 Avenida 6-53, Zona 4, Of. 143 "A", 13th Floor, El Triangulo Building
Guatemala, Guatemala
Director: _____
Address: _____

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FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

President: Blanca Castellanos
Address: 7 Avenida 6-53, Zona 4, Of. 143 "A", 13th Floor, El Triangulo Building
Guatemala, Guatemala
Vice President: Eduardo Ubico
Address: 7 Avenida 6-53, Zona 4, Of. 143 "A", 13th Floor, El Triangulo Building
Guatemala, Guatemala
Secretary: Rosa Zamora
Address: 7 Avenida 6-53, Zona 4, Of. 143 "A", 13th Floor, El Triangulo Building
Guatemala, Guatemala

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

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

14. Blanca Castellanos, President
(Typed or printed name and capacity of person signing application)

REPUBLIC OF GUATEMALA

CITY AND DEPARTMENT OF GUATEMALA

I, BARBARA DE DE WIT, officially authorized Public Translator, in accordance with the laws of the Republic of Guatemala, do hereby CERTIFY: to having had before me a document written in Spanish which, translated into English to the best of my knowledge and ability, reads as follows:

COMMERCIAL REGISTRY

Ministry of Economy
Guatemala, C.A.

CERTIFICATE

The undersigned General Commercial Registrar of the Republic

Certifies:

That the foregoing copy is genuine as it was developed by the authorized staff of this Registry, which belongs to the entity entitled **DESARROLLOS AGROPECUARIOS XENABAL, S.A.** inscribed in this Registry under number 30437, folio 67 of Book No. 114 of Stock Companies, reflecting both the temporary and definitive inscriptions dated October 9, 1995. - Signed: illegible. Seal of the General Commercial Registry of the Republic of Guatemala. Said entity has the following electronic annotations:

The amendment is definitively inscribed of the corporation **DESARROLLOS AGROPECUARIOS XENABAL** - Article 343 of Congressional Decree 2-70. - Guatemala, February 8, 1999.

The Commercial Registry was petitioned to inscribe the change of address of the corporation **DESARROLLOS AGROPECUARIOS XENABAL** and trade name: **DESARROLLOS XENABAL**, inscribed under entry number 30437, folio 67 of Book 114. Docket No. 17752-1995.

Its new address being: **Department: Guatemala - Municipality: Guatemala.**
For legal purposes, the present publication is made. - Guatemala, February 8, 1999.

Transferred from Book 114, folio 67, Entry No. 30437 of the physical Book of Corporations.


BARBARA DE DE WIT
TRADUCTORA JURADA
Español - Inglés - Alemán - Francés
Calle 50 No. 10-10
Tel. 331-30




José Buitrán Espinoza
ABOGADO Y NOTARIO

The Commercial Registry was petitioned to inscribe the change of address of the company named: **7 AVENIDA 7/07 ZONE 4, OF. 222, Level 2, El Patio Building** and of trade name: **DESARROLLOS XENABAL**, inscribed under entry number **30437**, folio 67 of Book 114. Docket No. 17752-1995.

Its new address being: **7 AVENIDA 6-53, ZONA 4, OF. 143 'A', 13th. Floor, El Triangulo Building – Department: Guatemala – Municipality: Guatemala.**
The present publication is made for legal purposes,. – Guatemala, March 23, 2000.

And for the uses the interested party may deem convenient, I issue, sign and seal the present certificate on two sheets, of which one is special photocopy paper, and this here sheet of letterhead paper of the Commercial Registry.

In the City of Guatemala, on the sixteenth day of the month of January of the year two thousand and one.

Fees: Q15.00 – Article 3, Government Resolution 207-93.

(Signed): illegible, Lic. Leonel Enrique Chinchilla Recinos, General Commercial Registrar of the Republic of Guatemala.

Page 2

REGISTRY No. 30437

Inscription of corporation

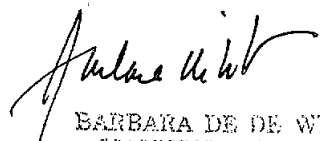
First Inscription.

Based on the official copy, temporary inscription was made of public deed number 56, authorized in Guatemala on June 26, 1995 by Notary Alberto Antonio Morales Velasco, presented to this Registry on July 14, 1995 at 12:20 hours, the corporation called 'Desarrollos Agropecuarios Xenabal, Sociedad Anonima, domicile: Department of Guatemala. Domicile: 7 avenida 6-53 Zona 4, Edificio El Triangulo, 4th. Floor.

Purpose: Exploitation, promotion, organization and participation in any capital of industrial enterprises and businesses of any cattle or agricultural, industrial or commercial enterprises, planning and execution, and other purposes set forth in the Articles of Incorporation.



José Barón Espinoza
ABOGADO Y NOTARIO


BARBARA DE DE WIT
TRADUCTORA JURADA
Español - Inglés - Alemán - Francés
Edificio El Triángulo Oficina 60
Tel.: 331-4479 - Guatemala

Articles of Incorporation.

Term: Indefinite.

Social Capital: Authorized: Q100,000.00 - Subscribed: Q20,000.00 - Paid: Q20,000.00, represented by 100 shares each of Q1,000.00.

Administrative body: Board of Directors
Legal representation: General Manager
Watchdog Com. Independent Auditing
Docket No. 17752-95

Guatemala, July 14, 1995. - Signed: illegible. - Rubber stamp of the Commercial Registry. -

Second Inscription

On this date the corporation **Desarrollos Agropecuarios Xenabal, Sociedad Anónima** is definitively inscribed, and therefore, it is made retroactive from the date of its temporary inscription.

Articles 14 and 343 of Congressional Decree 2-70.

Guatemala, October 9, 1995. - Signed: illegible. - Rubber stamp of the Commercial Registry.

Stock Companies: Date printed: 01/16/2001 11:12:51 - folio 67 - Book 114.-

AT THE REQUEST OF THE INTERESTED PARTY, the present sworn translation has been issued by the undersigned, officially certified Translator, using for the purpose three sheets of plain paper, in the City of Guatemala, on this eighteenth day of January of the year two thousand and one.

José Buitrón Espinosa
ABOGADO Y NOTARIO

Juliana de Wit
JULIANA DE DE WIT
INTERPRETORA JURADA
Español - Inglés - Alemán - Francés
Edificio El Triángulo Oficina 64
Tel.: 331-4479 - Guatemala

FILED
01 MAR 23 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICACION

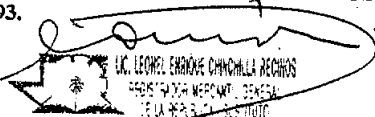
Rosa Angela Sagat
Resp: Rosa Angela Sagat

EL INFRASCRITO REGISTRADOR MERCANTIL GENERAL DE LA REPUBLICA CERTIFICA: QUE LA COPIA QUE ANTECEDE ES AUTENTICA POR HABER SIDO REPRODUCIDA POR EL PERSONAL AUTORIZADO DE LA INSTITUCION LA CUAL PERTENECE A LA ENTIDAD DENOMINADA DESARROLLOS AGROPECUARIOS XENABAL, S.A. INSCRITA EN ESTE REGISTRO BAJO EL NO. 30437 FOLIO 67 LIBRO 114 DE SOCIEDADES MERCANTILES Y QUE REFLEJA SU INSCRIPCION PROVISIONAL INSCRITA DEFINITIVAMENTE CON FECHA 9 DE OCTUBRE DE 1995. .F. ILEGIBLE SELLO REGISTRO MERCANTIL GENERAL DE LA REPUBLICA. DICHA ENTIDAD TIENE LAS SIGUIENTES ANOTACIONES ELECTRONICAS: SE INSCRIBE DEFINITIVAMENTE LA MODIFICACION DE DENOMINACION SOCIAL DE LA SOCIEDAD DENOMINADA DESARROLLOS AGROPECUARIOS XENABAL ARTICULO 343 DEL DTO. 2-70 DEL CONGRESO. GUATEMALA 08 DE FEBRERO DE 1999.

Patricia Sierra
Vo.Bo.: Patricia Sierra

AL REGISTRO MERCANTIL, SE SOLICITO QUE SE INSCRIBA EL CAMBIO DE DIRECCION DE LA SOCIEDAD DENOMINADA: DESARROLLOS AGROPECUARIOS XENABAL Y NOMBRE COMERCIAL: DESARROLLOS XENABAL, INSCRITA BAJO EL NO.: 30437 FOLIO: 67 LIBRO: 114. EXPEDIENTE NO. 17752-1995, SIENDO SU NUEVA DIRECCION: DEPARTAMENTO: GUATEMALA MUNICIPIO: GUATEMALA, Y PARA LOS EFECTOS LEGALES, SE HACE LA PRESENTE PUBLICACION. GUATEMALA 08 DE FEBRERO DE 1999.

VIENE DEL LIBRO 114, FOLIO 67, REGISTRO 30437 DEL LIBRO FISICO DE SOCIEDADES AL REGISTRO MERCANTIL, SE SOLICITO QUE SE INSCRIBA EL CAMBIO DE DIRECCION DE LA SOCIEDAD DENOMINADA: 7. AVENIDA 7-07 ZONA 4, OF. 222, NIVEL 2, EDIFICIO EL PATIO Y DE NOMBRE COMERCIAL: DESARROLLOS XENABAL, INSCRITA BAJO EL NO.: 30437 FOLIO: 67 LIBRO: 114. EXPEDIENTE NO. 17752-1995, SIENDO SU NUEVA DIRECCION: 7A. AVENIDA 6-53 ZONA 4, OFICINA 143 "A", 13 NIVEL, EDIFICIO EL TRIANGULO DEPARTAMENTO: GUATEMALA MUNICIPIO: GUATEMALA. GUATEMALA 23 DE MARZO DE 2000. Y PARA LOS USOS LEGALES QUE AL INTERESADO CONVENGA EXTIENDO, FIRMO Y SELLO LA PRESENTE CERTIFICACION EN DOS HOJAS DE LAS CULES UNA CONSTA DE PAPEL ESPECIAL DE FOTOCOPIA Y ESTA ULTIMA EN BOND MEMBRETADO DEL PROPIO REGISTRO MERCANTIL. EN LA CIUDAD DE GUATEMALA A LOS DIECISEIS DIAS DEL MES DE ENERO DEL AÑO DOS MIL UNO. HONORARIOS Q15.00 ARTICULO 03 ACUERDO GUBERNATIVO 207-93.


E.C. LEONEL ENRIQUE CHINCHILLA REQUINOS
REGISTRO MERCANTIL GENERAL
DE LA REPUBLICA DE GUATEMALA

Servirle a usted, es servirle a la Patria.



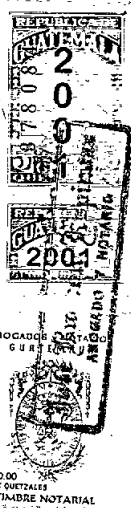
Jose Buitron Espinoza
Jose Buitron Espinoza
ABOGADO Y NOTARIO

inscripción de sociedad	inscripción de sociedad	observaciones
PRIMERA Con Base en el testimonio de la escritura No. <u>SL</u>, autorizada en la ciudad de <u>Guatemala</u> el día <u>26</u> de <u>junio</u> de <u>1995</u> por el Notario <u>Alfredo Antonio Morales Dilesco</u> presentado a este Registro el <u>14</u> de <u>julio</u> de <u>1995</u> a las <u>17:20</u> horas, se inscribe provisionalmente la sociedad denominada <u>Neosofta Representaciones Ventas, Sociedad Anónima</u> domicilio: <u>Departamento de Guatemala Sede: P.O. 6-55 Zona 4 Edificio El Triunfo 4 nudo</u> Objeto: <u>la explotación, promoción, organización y participación en toda clase de negocios empresariales industriales y comerciales ya sean asociaciones industriales o comerciales, la prestación y explotación de servicios.</u> y otros que constan en la escritura social. Plazo: <u>Indefinido</u> Capital Social: Autorizado: Q. <u>100,000.00</u> Suscrito: <u>Q. 20,000.00</u> Pagado: <u>20,000.00</u> representado por <u>100</u> acciones de Q. <u>1,000.00</u> cada una. Órgano de Administración: <u>Consejo de Administración</u> Representación Legal: <u>Presidente: General</u> Órgano de Vigilancia: <u>Asamblea General</u> Expediente No. <u>17752-95</u> Guatemala, <u>14 de julio de 1995</u> 		
SEGUNDA En esta fecha se inscribe definitivamente la sociedad <u>Neosofta Representaciones Ventas, Sociedad Anónima</u> cuyos efectos se retrotraen a la fecha de la inscripción provisional, Artos. 14 y 343 del Dto. 2-70 del Congreso. Guatemala, <u>9</u> de <u>Octubre</u> de <u>1995</u> 		

En la Ciudad de Guatemala, el día veintidós de Enero del año dos mil uno, como Notario Doy fe: Que la presente fotocopia y las cuatro (4) que anteceden, son auténticas, por haber sido tomadas en mi presencia el día de hoy del documento original, con el cual coinciden fiel y exactamente y para tener validez deben ir todas firmadas y selladas por mí. Dicho original, consiste en Certificación extendida por el Registro Mercantil General de la República, de la inscripción en dicha Institución de la Entidad denominada "Desarrollos Agropecuarios Xenabal, Sociedad Anónima".
DOY FE.-

Por mí y ante mí:

José Buitrón Espinoza
ABOGADO Y NOTARIO



REPUBLIC OF GUATEMALA
CITY AND DEPARTMENT OF GUATEMALA
EMBASSY OF THE UNITED STATES
OF AMERICA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RIAN H. HARRIS

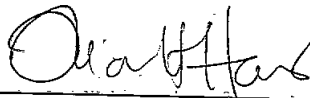
Consul of the United States of America
at Guatemala, Guatemala duly commissioned
and qualified, do hereby certify that

JOSE BUITRON ESPINOZA

whose true signature and official seal
are, respectively, subscribed and affixed
to the foregoing (annexed) certificate
(document) was on the 22ND
day of JANUARY 2001
thereof, LAWYER AND NOTARY PUBLIC

duly commissioned and qualified, to whose
official acts, faith and credit are due.

IN WITNESS WHEREOF I HAVE HEREUNTO set my
hand and affixed the seal of the Consular
Service of the United States of America at
Guatemala, Guatemala, this day of JAN 22 2001



RIAN H. HARRIS
VICE-CONSUL OF THE UNITED STATES



FOI0000001602

ACCOUNT NO. : 072100000032

REFERENCE : 089503 - 4344659

AUTHORIZATION : Patuca Project

COST LIMIT : \$ 78.75

ORDER DATE : March 23, 2001

ORDER TIME : 10:45 AM

ORDER NO. : 089503-010

CUSTOMER NO: 4344659

CUSTOMER: Andrew Dunstan, Legal Asst
Greenberg Traurig, P.a.
Suite 300 East
777 South Flagler Drive
West Palm Beach, FL 33401

FOREIGN FILINGS

NAME: DESARROLLOS AGROPECUARIOS
XENABAL, S.A.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap -- EXT#

EXAMINER: _____

FILED
01 MAR 23 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pls file
the Corp's
1st.
the LP
last!

100003907931--3

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01 MAR 23 PM 12:53
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

3/26 3/23

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. Desarrollos Agropecuarios Xenabal, S.A.
(Name of corporation: must include the word "INCORPORATED," "COMPANY," "CORPORATION" or words of abbreviations or 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. Guatemala
(State or country under the law of which it is incorporated)
3. N/A
(FEI number, if applicable)
4. 06/26/95
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or perpetual")
6. upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)
7. 7 Avenida 6-53, Zona 4, Of. 143 "A", 13th Floor, El Triangulo Building
Guatemala, Guatemala
(Current mailing address)
8. To engage in any act or activity for which corporations may be organized under the Florida Business Corporation Act.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box of Mail Drop Box NOT acceptable)**

Name: Corporation Service Company

Office Address: 1201 Hays Street
Tallahassee, FL 32301
(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.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper Deborah D. Skipper
(Registered agent's signature) **Asst. Secretary**

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)

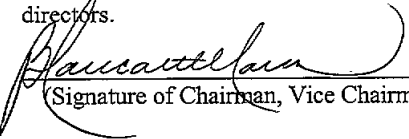
Director: Blanca Castellanos
Address: 7 Avenida 6-53, Zona 4, Of. 143 "A", 13th Floor, El Triangulo Building
Guatemala, Guatemala
Director: Eduardo Ubico
Address: 7 Avenida 6-53, Zona 4, Of. 143 "A", 13th Floor, El Triangulo Building
Guatemala, Guatemala
Director: Rosa Zamora
Address: 7 Avenida 6-53, Zona 4, Of. 143 "A", 13th Floor, El Triangulo Building
Guatemala, Guatemala
Director: _____
Address: _____

01 MAR 23 PM 3:48
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

President: Blanca Castellanos
Address: 7 Avenida 6-53, Zona 4, Of. 143 "A", 13th Floor, El Triangulo Building
Guatemala, Guatemala
Vice President: Eduardo Ubico
Address: 7 Avenida 6-53, Zona 4, Of. 143 "A", 13th Floor, El Triangulo Building
Guatemala, Guatemala
Secretary: Rosa Zamora
Address: 7 Avenida 6-53, Zona 4, Of. 143 "A", 13th Floor, El Triangulo Building
Guatemala, Guatemala

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
14. Blanca Castellanos, President
(Typed or printed name and capacity of person signing application)

REPUBLIC OF GUATEMALA

CITY AND DEPARTMENT OF GUATEMALA

I, BARBARA DE DE WIT, officially authorized Public Translator, in accordance with the laws of the Republic of Guatemala, do hereby CERTIFY: to having had before me a document written in Spanish which, translated into English to the best of my knowledge and ability, reads as follows:

COMMERCIAL REGISTRY

Ministry of Economy
Guatemala, C.A.

CERTIFICATE

The undersigned General Commercial Registrar of the Republic

Certifies:

That the foregoing copy is genuine as it was developed by the authorized staff of this Registry, which belongs to the entity entitled **DESARROLLOS AGROPECUARIOS XENABAL, S.A.** inscribed in this Registry under number 30437, folio 67 of Book No. 114 of Stock Companies, reflecting both the temporary and definitive inscriptions dated October 9, 1995. - Signed: illegible. Seal of the General Commercial Registry of the Republic of Guatemala. Said entity has the following electronic annotations:

The amendment is definitively inscribed of the corporation **DESARROLLOS AGROPECUARIOS XENABAL** - Article 343 of Congressional Decree 2-70. - Guatemala, February 8, 1999.

The Commercial Registry was petitioned to inscribe the change of address of the corporation **DESARROLLOS AGROPECUARIOS XENABAL** and trade name: **DESARROLLOS XENABAL**, inscribed under entry number 30437, folio 67 of Book 114. Docket No. 17752-1995.

Its new address being: **Department: Guatemala - Municipality: Guatemala.**
For legal purposes, the present publication is made. - Guatemala, February 8, 1999.

Transferred from Book 114, folio 67, Entry No. 30437 of the physical Book of Corporations.



José Guitrón Espinosa
ABOGADO Y NOTARIO

Barbara de Wit
BARBARA DE DE WIT
TRADUCTORA JURADA
Español - Inglés - Alemán - Francés
Edificio El Triunfo, 10a. Etapa
Tel. 338-11-11

01 MAR 23 PM 3:48
SECRETARY OF STATE
ITALIAN-SEEKING

The Commercial Registry was petitioned to inscribe the change of address of the company named: **7 AVENIDA 7/07 ZONE 4, OF. 222, Level 2, El Patio Building**, and of trade name: **DESARROLLOS XENABAL**, inscribed under entry number **30437**, folio 67 of Book 114. Docket No. 17752-1995.

01 MR 23 PM 3:48
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Its new address being: **7 AVENIDA 6-53, ZONA 4, OF. 143 'A', 13th. Floor, El Triangulo Building – Department: Guatemala – Municipality: Guatemala.**
The present publication is made for legal purposes,. – Guatemala, March 23, 2000.

And for the uses the interested party may deem convenient, I issue, sign and seal the present certificate on two sheets, of which one is special photocopy paper, and this here sheet of letterhead paper of the Commercial Registry.

In the City of Guatemala, on the sixteenth day of the month of January of the year two thousand and one.

Fees: Q15.00 – Article 3, Government Resolution 207-93.

(Signed): illegible, Lic. Leonel Enrique Chinchilla Recinos, General Commercial Registrar of the Republic of Guatemala.

Page 2

REGISTRY No. 30437

Inscription of corporation

First Inscription.

Based on the official copy, temporary inscription was made of public deed number 56, authorized in Guatemala on June 26, 1995 by Notary Alberto Antonio Morales Velasco, presented to this Registry on July 14, 1995 at 12:20 hours, the corporation called 'Desarrollos Agropecuarios Xenabal, Sociedad Anonima, domicile: Department of Guatemala. Domicile: 7 avenida 6-53 Zona 4, Edificio El Triangulo, 4th. Floor.

Purpose: Exploitation, promotion, organization and participation in any capital of industrial enterprises and businesses of any cattle or agricultural, industrial or commercial enterprises, planning and execution, and other purposes set forth in the Articles of Incorporation.



Barbara de Wit

BARBARA DE DE WIT
TRADUCTORA JURADA
Español - Inglés - Alemán - Francés
Edificio El Triángulo Oficina 60
Tel.: 331-4479 - Guatemala

José Beltrán Espinosa
ABOGADO Y NOTARIO

Articles of Incorporation.

Term: Indefinite.

Social Capital: Authorized: Q100,000.00 - Subscribed: Q20,000.00 -
Q20,000.00, represented by 100 shares each of Q1,000.00.

Administrative body: Board of Directors

Legal representation: General Manager

Watchdog Com. Independent Auditing

Docket No. 17752-95

Guatemala, July 14, 1995. - Signed: illegible. - Rubber stamp of the Commercial Registry. -

Second Inscription

On this date the corporation **Desarrollos Agropecuarios Xenabal, Sociedad Anónima** is definitively inscribed, and therefore, it is made retroactive from the date of its temporary inscription.

Articles 14 and 343 of Congressional Decree 2-70.

Guatemala, October 9, 1995. - Signed: illegible. - Rubber stamp of the Commercial Registry.

Stock Companies: Date printed: 01/16/2001 11:12:51 - folio 67 - Book 114.-

AT THE REQUEST OF THE INTERESTED PARTY, the present sworn translation has been issued by the undersigned, officially certified Translator, using for the purpose three sheets of plain paper, in the City of Guatemala, on this eighteenth day of January of the year two thousand and one.



Juliana de Wit
JULIANA DE DE WIT
TRADUCTORA JURADA
Español - Inglés - Alemán - Francés
Edificio El Triángulo Oficina 64
Tel: 331-4479 - Guatemala

José Buitrón Espinosa
ABOGADO Y NOTARIO

FILED
01 MAR 23 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICACION

EL INFRASCRITO REGISTRADOR MERCANTIL GENERAL DE LA REPUBLICA CERTIFICA: QUE LA COPIA QUE ANTECEDE ES AUTENTICA POR HABER SIDO REPRODUCIDA POR EL PERSONAL AUTORIZADO DE LA INSTITUCION LA CUAL PERTENECE A LA ENTIDAD DENOMINADA DESARROLLOS AGROPECUARIOS XENABAL, S.A. INSCRITA EN ESTE REGISTRO BAJO EL NO. 30437 FOLIO 67 LIBRO 114 DE SOCIEDADES MERCANTILES Y QUE REFLEJA SU INSCRIPCION PROVISIONAL INSCRITA DEFINITIVAMENTE CON FECHA 9 DE OCTUBRE DE 1995. .F. ILEGIBLE SELLO REGISTRO MERCANTIL GENERAL DE LA REPUBLICA. DICHA ENTIDAD TIENE LAS SIGUIENTES ANOTACIONES ELECTRONICAS: SE INSCRIBE DEFINITIVAMENTE LA MODIFICACION DE DENOMINACION SOCIAL DE LA SOCIEDAD DENOMINADA DESARROLLOS AGROPECUARIOS XENABAL ARTICULO 343 DEL DTO. 2-70 DEL CONGRESO. GUATEMALA 08 DE FEBRERO DE 1999.

AL REGISTRO MERCANTIL, SE SOLICITO QUE SE INSCRIBA EL CAMBIO DE DIRECCION DE LA SOCIEDAD DENOMINADA: DESARROLLOS AGROPECUARIOS XENABAL Y NOMBRE COMERCIAL: DESARROLLOS XENABAL, INSCRITA BAJO EL NO.: 30437 FOLIO: 67 LIBRO: 114. EXPEDIENTE NO. 17752-1995, SIENDO SU NUEVA DIRECCION: DEPARTAMENTO: GUATEMALA MUNICIPIO: GUATEMALA, Y PARA LOS EFECTOS LEGALES, SE HACE LA PRESENTE PUBLICACION. GUATEMALA 08 DE FEBRERO DE 1999.

VIENE DEL LIBRO 114, FOLIO 67, REGISTRO 30437 DEL LIBRO FISICO DE SOCIEDADES AL REGISTRO MERCANTIL, SE SOLICITO QUE SE INSCRIBA EL CAMBIO DE DIRECCION DE LA SOCIEDAD DENOMINADA: 7. AVENIDA 7-07 ZONA 4, OF. 222, NIVEL 2, EDIFICIO EL PATIO Y DE NOMBRE COMERCIAL: DESARROLLOS XENABAL, INSCRITA BAJO EL NO.: 30437 FOLIO: 67 LIBRO: 114. EXPEDIENTE NO. 17752-1995, SIENDO SU NUEVA DIRECCION: 7A. AVENIDA 6-53 ZONA 4, OFICINA 143 "A", 13 NIVEL, EDIFICIO EL TRIANGULO DEPARTAMENTO: GUATEMALA MUNICIPIO: GUATEMALA. GUATEMALA 23 DE MARZO DE 2000. Y PARA LOS USOS LEGALES QUE AL INTERESADO CONVENGA EXTIENDO, FIRMO Y SELLO LA PRESENTE CERTIFICACION EN DOS HOJAS DE LAS CULES UNA CONSTA DE PAPEL ESPECIAL DE FOTOCOPIA Y ESTA ULTIMA EN BOND MEMBRETADO DEL PROPIO REGISTRO MERCANTIL. EN LA CIUDAD DE GUATEMALA A LOS DIECISEIS DIAS DEL MES DE ENERO DEL AÑO DOS MIL UNO. HONORARIOS Q15.00 ARTICULO 03 ACUERDO GUBERNATIVO 207-93.

LC. LEONEL ENRIQUE CHAMILLA RECHOS
REGISTRador MERCANTIL GENERAL
DE LA REPUBLICA DE GUATEMALA

Servirle a usted, es servirle a la Patria.



José Buitrón Espinoza
ABOGADO Y NOTARIO

inscripción de sociedad

PRIMERA

Con Base en el testimonio de la escritura No. 56, autorizada en la ciudad de Guatemala el día 26 de Junio de 1995 por el Notario Alfredo Antonio Morales Velasco presentado a este Registro el 14 de Julio de 1995 a las 17:20 horas, se inscribe provisionalmente la sociedad denominada Desarrollo Agropecuario y Comercial, Sociedad Anónima domicilio: Departamento de Guatemala, Sede: P.A.S. 655 Zona 4, Edificio H, Triunfo H nuevo

Objeto: LA explotación, promoción, organización y representación en toda clase de negocios agrícolas, ganaderos, industriales y comerciales ya sean agropecuarios, industriales o comerciales, la producción y explotación de bienes.

y otros que constan en la escritura social. Plazo: Indefinido

Capital Social: Autorizado: Q. 100,000.00 Suscrito: Q. 20,000.00

Pagado: Q. 20,000.00 representado por 100 acciones de Q. 1,000.00 cada una. Órgano de Administración: Consejo de Administración

Representación Legal: Gerente General

Órgano de Vigilancia: Auditoría Interna

Expediente No. 17752-95

Guatemala, 14 de Julio de 1995



SEGUNDA

En esta fecha se inscribe definitivamente la sociedad Desarrollo Agropecuario y Comercial, Sociedad Anónima cuyos efectos se retrotraen a la fecha de la inscripción provisional, Artos. 14 y 343 del Dto. 2-70 del Congreso. Guatemala, 9 de Octubre de 1995



inscripción de sociedad

observaciones

01
RECHAZADO
FEB 23 PM 3:48
SECRETARÍA DE ECONOMÍA
FED
FEB 23 PM 3:48
SECRETARÍA DE ECONOMÍA
FED

En la Ciudad de Guatemala, el día veintidós de Enero del año dos mil uno, como Notario Doy fe: Que la presente fotocopia y las cuatro (4) que anteceden, son auténticas, por haber sido tomadas en mi presencia el día de hoy del documento original, con el cual coinciden fiel y exactamente y para tener validez deben ir todas firmadas y selladas por mí. Dicho original, consiste en Certificación extendida por el Registro Mercantil General de la República, de la inscripción en dicha Institución de la Entidad denominada "Desarrollos Agropecuarios Xenabal, Sociedad Anónima".
DOY FE. -

Por mí y ante mí:

José Buitrón Espinosa
ABOGADO Y NOTARIO

REPUBLICA DE GUATEMALA
2001
ABOGADO Y NOTARIO
0.10.00
DIEZ QUETZALES
TAMBIEN NOTARIAL

REPUBLIC OF GUATEMALA
CITY AND DEPARTMENT OF GUATEMALA
EMBASSY OF THE UNITED STATES
OF AMERICA

SS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAR 23 PM 3:48

FILED

RIAN H. HARRIS

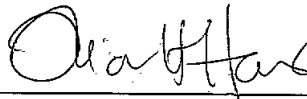
Consul of the United States of America
at Guatemala, Guatemala duly commissioned
and qualified, do hereby certify that

JOSE BUITRON ESPINOZA

whose true signature and official seal
are, respectively, subscribed and affixed
to the foregoing (annexed) certificate
(document) was on the 22ND
day of JANUARY 2001
thereof, LAWYER AND NOTARY PUBLIC

duly commissioned and qualified, to whose
official acts, faith and credit are due.

IN WITNESS WHEREOF I HAVE HEREUNTO set my
hand and affixed the seal of the Consular
Service of the United States of America at
Guatemala, Guatemala, this day of JAN 22 2001



RIAN H. HARRIS
VICE-CONSUL OF THE UNITED STATES