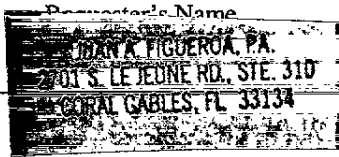


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City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)

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2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☐ Walk in

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

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TALLAHASSEE, FLORIDA

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Examiner's Initials

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503 FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO
TRANSACTION BUSINESS IN THE STATE OF FLORIDA.

1. Administraciones J.M., S. de R.L. D C.V.
(Name of corporation must include the word "INCORPORATED" "COMPANY" 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. Mexico 3. N/A
(State or country under the law of which it is incorporated) (FEI Number, if applicable)
4. 5/10/91 5. 2090
(Date of incorporation) (Duration: Year corp. will cease to exist of "perpetual")
6. 12/7/01
(Date first transacted business in Florida) (SEE SECTIONS 607.1501, 607.1502 AND 817.155 F.S.)
7. 1132 Kane Concourse, Level 2
Bay Harbor Island, Fl. 33154
(Current mailing address)
8. Investments in Florida Real Estate Investment Partnership
(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: (PO Box or Mail Drop Box NOT acceptable)
Name: Abraham Memun
Office Address: 1132 Kane Concourse, Level
Bay Harbor Island, Florida 33154
(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.

X

(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 officials having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE

12. Names and addresses of officers and/or directors. (Street address **ONLY** . PO Box **NOT** acceptable)

A. DIRECTORS (Street address only – P.O. Box not acceptable)

Director: Jose Memun Romano

Address: 1132 Kane Concourse, Level 2

Bay Harbor Island, FL 33154

Director: Mario Aguilar

Address: 1132 Kane Concourse, Level 2

Bay Harbor Island, FL 33154

Director: Abraham Memun

Address: 1132 Kane Concourse, Level 2

Bay Harbor Island, FL 33154

Director: _____

Address: _____

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

President: _____

Address: _____

Vice President: _____

Address: _____

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TALLAHASSEE, FLORIDA

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

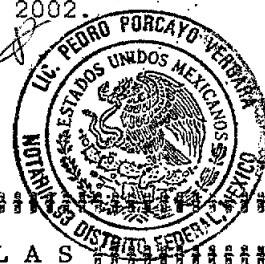
13. X _____

(Signature of Chairman, Vice-Chairman, or any officers listed in number 12 of the application)

14. Abraham Memun _____

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

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TALLAHASSEE, FLORIDA



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siguientes:

CL A U S U L A S

PRIMERA. Los otorgantes constituyen "ADMINISTRACIONES J.M.", SOCIEDAD DE RESPONSABILIDAD LIMITADA DE CAPITAL VARIABLE, como Sociedad Mercantil Mexicana sujeta a las Leyes del País, y a los Estatutos que me exhiben debidamente firmados por los comparecientes y agrego al apéndice de esta escritura marcados con la letra "B".

SEGUNDA. Se pacta expresamente que esta sociedad no admitirá directa ni indirectamente como socios o accionistas a inversionistas extranjeros y sociedades sin "cláusula de exclusión de extranjeros", ni tampoco reconocerá en absoluto derechos de socios o accionistas a los mismos inversionistas y sociedades.

TERCERA. Los otorgantes como únicos socios de la sociedad, constituidos en Asamblea General de Socios, tomaron los siguientes:

A C U E R D O S

PRIMERO. El capital MÍNIMO de CINCO MILLONES DE PESOS MONEDA NACIONAL que menciona el Artículo Sexto de los Estatutos, ha quedado totalmente suscrito y pagado en dinero efectivo, según declaran los socios, en la siguiente forma:

El señor JOSE MEMUN ROMANO, una parte social, con valor de TRES MILLONES DOSCIENTOS CINCUENTA MIL PESOS.

El señor MARIO AGUILAR MORALES, una parte social, con valor de DOSCIENTOS CINCUENTA MIL PESOS.

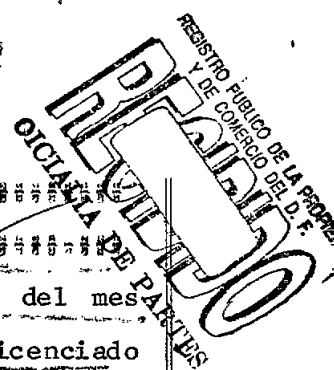
El menor ABRAHAM MEMUN ZONANA, una parte social, con valor de UN MILLON QUINIENTOS MIL PESOS.

TOTAL: TRES PARTES SOCIALES, con valor de CINCO MILLONES DE PESOS, MONEDA NACIONAL.

SEGUNDA. En tanto no resciza acuerdo en contrario de una Asamblea General de Socios, la sociedad será administrada por UN GERENTE GENERAL, que durará en su cargo indefinidamente.

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CONSULADO GENERAL DE LOS ESTADOS UNIDOS MEXICANOS VERACRUZ



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ATLAS

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LIBRO CUATROCIENTOS OCHENTA
ESCRITURA NUMERO VEINTICUATRO MIL TREINTA
EN MEXICO, DISTRITO FEDERAL, a los diez días del mes
mayo de mil novecientos noventa y uno, Yo, el Licenciado

PEDRO PORCAYO VERGARA, Titular de la Notaría número noventa y tres, hago constar:

LA CONSTITUCION de "ADMINISTRACIONES J.M.", SOCIEDAD DE RESPONSABILIDAD LIMITADA DE CAPITAL VARIABLE, que otorgan los señores JOSE MEMUN ROMANO, MARIO AGUILAR MORALES y el menor ABRAHAM MEMUN ZONANA, representado por sus padres en ejercicio de la patria potestad que les corresponde, los señores JOSE MEMUN ROMANO y ZEQUIE ZONANA ZONANA DE MEMUN, en la siguiente forma:

ANTECEDENTES

I. Se solicitó y obtuvo de la Secretaría de Relaciones Exteriores el permiso número cero nueve cero uno ocho nueve nueve cinco, de fecha dos de mayo de mil novecientos noventa y uno, expediente número nueve uno cero nueve cero uno ocho cuatro cinco seis, folio número treinta mil trescientos sesenta y ocho, en el que se autoriza la constitución de la sociedad denominada "ADMINISTRACIONES J.M.", SOCIEDAD DE RESPONSABILIDAD LIMITADA DE CAPITAL VARIABLE, que agrego al legajo del Apéndice de esta escritura bajo su número y letra "A", en unión de su declaración de pago; una copia del mismo se agregará a los testimonios que de la presente se expi-

dan.
II. EL OBJETO DE LA SOCIEDAD ES: a). Compra venta, administración, arrendamiento y corretaje de toda clase de bienes muebles e inmuebles y b). En general, ejecutar todos los actos y celebrar todos los contratos civiles y mercantiles que tengan relación con estos fines y que tiendan a realizar amplia y eficazmente esta actividades.

Expuesto lo anterior, los comparecientes, otorgan las



ve y bajo la partida número cincuenta y nueve, el treinta y uno de mayo de mil novecientos setenta y cuatro.¶

¶¶¶¶ GENERALES DE LOS COMPARECIENTES: Todos mexicanos por nacimiento, el señor JOSE MEMUN ROMANO, originario de esta Ciudad, donde nació el veinte de febrero de mil novecientos cuarenta y cinco, casado, comerciante, con domicilio en Calle Fuente del Rey número ocho, Colonia Lomas de Tecamachalco, código postal cincuenta y tres mil novecientos setenta, en Naucalpan de Juárez, Estado de México, quien se identifica con licencia de manejo número doscientos veintidós mil ochocientos setenta y uno, expedida por la Dirección General de Autotransporte Urbano del Departamento del Distrito Federal.

¶¶¶¶ La señora ZEQUIE ZONANA ZONANA DE MEMUN, originaria de Culiacán, Estado de Sinaloa, donde nació el dieciocho de noviembre de mil novecientos cincuenta y uno, casada, dedicada a su hogar, con igual domicilio que el anterior, quien se identifica con licencia para conducir número doscientos veintidós mil ochocientos sesenta y dos, expedida por la Dirección General de Autotransporte Urbano del Departamento del Distrito Federal.¶¶¶¶

¶¶¶¶ Su representado el menor ABRAHAM MEMUN ZONANA, es mexicano por nacimiento, originario de esta Ciudad, donde nació el día veintiséis de mayo de mil novecientos setenta y cuatro, soltero, estudiante, con el mismo domicilio que los anteriores.¶¶¶¶

¶¶¶¶ El señor MARIO AGUILAR MORALES, originario del Distrito Federal, donde nació el dos de abril de mil novecientos cincuenta y cuatro, casado, empleado, con domicilio en Bolívar número quinientos sesenta y cuatro, departamento cuatrocientos tres, Colonia Alamos, código postal cero tres mil cuatrocientos, Delegación Benito Juárez, en esta Ciudad, quien se identifica con licencia para conducir número AUMM, cincuenta y cuatro cero cuatro cero dos B cinco, expédida por el Depar¶



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te, hasta que lo substituya quien tome posesión de su cargo.

Para tal efecto se nombra como GERENTE GENERAL de la sociedad al señor JOSE MEMUN ROMANO, quien en el desempeño de su cargo tendrá todas las facultades que le confiere el Artículo Décimo de los Estatutos Sociales, sin limitación alguna.#####

Se acuerda nombrar como apoderado general al señor MARIO AGUILAR MORALES, con facultades para PLEITOS Y PLEITOS Y COBRANZAS Y ACTOS DE ADMINISTRACION, de conformidad con los dos primeros párrafos del Artículo dos mil quinientos cinco y cuatro y Artículo dos mil quinientos ochenta y siete del Código Civil para el Distrito Federal y sus correlativos de la Ley de la Materia en todos los Estados de la República Mexicana.#####

Presente en este acto el funcionario designado, acepto su cargo protestando cumplir fiel y legalmente el desempeño de sus funciones, quedando también debidamente enterado del contenido del Artículo veintiséis, del Código Fiscal de la Federación, para todos los efectos legales y fiscales a que haya lugar.#####

TERCERA. Se acuerda facultar al suscrito Notario para llevar a cabo todas las gestiones judiciales y administrativas que fueren necesarias, para obtener la inscripción de esta escritura en el Registro Público de Comercio, con fundamento en las facultades que le otorga el artículo diecisiete fracción séptima de la Ley del Notariado para el Distrito Federal.#####

P E R S O N A L I D A D

La acreditan los señores JOSE MEMUN ROMANO y ZEQUIE ZONANA ZONANA DE MEMUN, con la copia del Acta de Nacimiento de su menor hijo ABRAHAM MEMUN ZONANA, asentada en el Registro Civil de Villa Obregón, Distrito Federal, en el libro seiscientos cincuenta y cinco, a fojas ciento cuarenta y nueve.

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***** E S T A T U T O S *****

***** A R T I C U L O S *****

***** ARTICULO PRIMERO.* La sociedad que se constituye es bajo la forma de SOCIEDAD DE RESPONSABILIDAD LIMITADA DE CAPITAL VARIABLE, con arreglo a las Leyes del País y por tanto de nacionalidad mexicana.*****

***** ARTICULO SEGUNDO.* La denominacion de la sociedad es "ADMINISTRACIONES J.M.", SOCIEDAD DE RESPONSABILIDAD LIMITADA DE CAPITAL VARIABLE, pudiendo abreviar estas últimas palabras con las iniciales S. DE R.L. DE C.V.*****

***** ARTICULO TERCERO.* EL OBJETO DE LA SOCIEDAD ES: El que se detalla en el antecedente segundo de la escritura constitutiva, con las limitaciones ahí consignadas.*****

***** ARTICULO CUARTO.* La duración de la sociedad es de NOVENTA Y NUEVE AÑOS, contados a partir de la fecha de firma de esta escritura.*****

***** ARTICULO QUINTO.* El domicilio de la sociedad es en México, Distrito Federal, sin perjuicio de poder establecer agencias, sucursales u oficinas en cualquier lugar de la República o en el Extranjero, sin que por esto se entienda cambiado el domicilio de la sociedad.*****

***** ARTICULO SEXTO.* El capital social es VARIABLE, con un MINIMO de CINCO MILLONES DE PESOS, MONEDA NACIONAL, totalmente suscrito y pagado, en la forma que se expresa en las Cláusulas Transitorias de esta escritura y UN MAXIMO ILIMITADO.*

***** Todas las partes sociales, confieren iguales derechos a sus titulares en la proporción de sus aportaciones.*****

***** Las partes sociales tendrán derecho a voto por cada cien pesos de su aportación, serán nominativas y sólo podrán ser suscritas, adquiridas y poseídas, por las siguientes personas:*****

***** a).* Personas físicas de nacionalidad mexicana.*****

***** b).* Sociedades mexicanas cuya escritura social contenga

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DISTRITO FEDERAL

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tamento del Distrito Federal, Coordinación General del Transporte, Dirección General de Autotransporte Urbano.*****

***** Respecto al pago del Impuesto sobre la Renta, manifestaron bajo protesta de decir verdad y advertidos de las penas en que incurre quien declara con falsedad, estar al corriente sin acreditarlo, con excepción de la señora que no lo causa.+

***** YO, EL NOTARIO CERTIFICO: Que lo relacionado e inserto concuerda con sus originales que tuve a la vista; que los comparecientes se identificaron con los documentos antes relacionados y tienen capacidad legal; que habiéndoles leído íntegramente esta escritura, explicándoles el valor y consecuencias legales de su contenido, conformes con ella la ratifican y firman el día dieciséis del mes de su fecha. + Doy Fé.

***** FIRMAS IELEGIBLES DE LOS SEÑORES: JOSE MEMUN ROMANO. + MARIO AGUILAR MORALES. + ZEQUIE ZONANA ZONANA DE MEMUN.*****

***** ANTE MI: PEDRO PORCAYO V. + RUBRICA. + EL SELLO DE AUTORIZAR.*****

***** Autorizo definitivamente esta escritura cubiertos que fueron los requisitos legales. México, Distrito Federal a veintisiete de junio de mil novecientos noventa y uno. + Doy Fé. + PEDRO PORCAYO V. + RUBRICA. + EL SELLO DE AUTORIZAR.*****

***** NOTAS MARGINALES *****

***** NOTA PRIMERA. + Para los efectos de los Artículos 31 y 32 del Reglamento de la Ley de Inversiones Extranjeras, se dió el Aviso correspondiente a la Secretaría de Relaciones Exteriores. + México, D.F., a 23 de mayo de 1991. + Doy Fé. + PORCAYO V. + RUBRICA.*****

***** NOTA SEGUNDA. + Para los efectos del Artículo 27 del Código Fiscal de la Federación, se dió el Aviso correspondiente a la Oficina Federal de Hacienda No. "200". México, a 27 de junio de 1991. + Doy Fé. + PORCAYO V. + RUBRICA.*****

***** DOCUMENTO DEL APENDICE *****

***** LETRA "A" *****

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párrafo que antecede, se conviene en que dicha adquisición será nula y, por tanto, cancelada y sin ningún valor la participación social de que se trate y los títulos que representen, teniéndose por reducido el capital social en una cantidad igual al valor de la participación cancelada.**

***** ARTICULO DECIMO.* La Administración de la sociedad y la firma social, queda encomendada a uno o más Gerentes, según lo determine la Asamblea de Socios, quienes tendrán las más amplias facultades para realizar los objetos sociales y para dirigir y administrar la sociedad.*****

***** Enunciativa y no limitativamente, actuará con los siguientes poderes y facultades:*****

***** A.* Poder general de pleitos y cobranzas, con todas las facultades generales y aún con las especiales, que de acuerdo con la Ley requieran poder o cláusula especiales, en los términos del párrafo primero del artículo dos mil quinientos cincuenta y cuatro del Código Civil del Distrito Federal y de sus correlativos de los Estados de la República.*****

***** De manera enunciativa y no limitativa, se mencionan entre otras facultades, las siguientes:*****

***** I.* Para intentar y desistir de toda clase de procedimientos, inclusive amparo.*****

***** II.* Para transigir.*****

***** III.* Para comprometer en árbitros.*****

***** IV.* Para absolver y articular posiciones.*****

***** V.* Para recusar.*****

***** VI.* Para hacer cesión de bienes.*****

***** VII.* Para recibir pagos.*****

***** VIII.* Para presentar denuncias y querellas en materia penal y para desistirse de ellas, cuando lo permita la Ley.*

***** IX.* Para coadyuvar con el Ministerio Público y para exigir la reparación civil del daño.*****

***** B.* Se ejercerá ante particulares y ante toda clase de

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La cláusula de exclusión de extranjeros.*****

***** ARTICULO SEPTIMO. La sociedad solo reconocerá como socio a quien esté inscrito como tal en el libro de registro de partes sociales, salvo el caso de resolución judicial al contrario. El propietario de toda parte social, por el solo hecho de serlo, se obliga de conformidad con lo dispuesto en esta escritura y en las de sus reformas, si llegaren a otorgarse, y se obliga también a respetar las resoluciones y actos que adopten y ejecuten los órganos sociales.*****

***** La asamblea de socios resolverá sobre los aumentos del capital y la forma y términos en que se suscribirá y pagará, pero ningún nuevo aumento podrá decretarse antes de que sea pagado íntegramente el aumento anterior.*****

***** Los socios tendrán siempre preferencia para la suscripción de los aumentos, en proporción al número de sus aportaciones.*****

***** Toda reducción del capital social, siempre que este último no sea disminuido a menos del mínimo, podrá realizarse sin más formalidades que una resolución tomada al efecto por la asamblea de socios.*****

***** ARTICULO OCTAVO. Los socios tendrán iguales derechos y obligaciones respecto de la sociedad, en los términos de sus respectivas aportaciones y les queda prohibido dar fianza de la sociedad; para enajenar o gravar las partes sociales, ceder sus derechos y admitir nuevos socios, será necesario el acuerdo de la mayoría que represente cuando menos las tres cuartas partes del capital social, de acuerdo con el artículo sesenta y cinco de la Ley General de Sociedades Mercantiles.

***** ARTICULO NOVENO. Ninguna persona extranjera, física o moral, podrá tener participación social alguna en la sociedad. Si por algún motivo, alguna de las personas mencionadas anteriormente, por cualquier evento llegare a adquirir una participación social contraviniendo así lo establecido en el

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TALLAHASSEE, FLORIDA



***** ARTICULO DECIMO SEGUNDO.* Cada año se formará un Balance General, que deberá ser concluido a la mayor brevedad y que se entregará para conocimiento de los socios dentro de los últimos quince días del mes de enero de cada año.*****

***** ARTICULO DECIMO TERCERO.* Las utilidades líquidas que arrojen los balances anuales que fueren aprobados por los socios se distribuirán entre los mismos en proporción a su capital, al igual que las pérdidas, en caso de que las haya.

***** ARTICULO DECIMO CUARTO.* Las Asambleas de socios se reunirán en el domicilio social, por lo menos una vez al año, dentro de los primeros tres meses de cada ejercicio social, para conocer, entre otros fines, de la aprobación del balance general.* La Asamblea es el órgano supremo de la sociedad; sus resoluciones se tomarán por mayoría de votos de los socios que representen por lo menos el setenta y cinco por ciento del capital social.* Si esta cifra no se obtiene en la primera reunión, los socios serán convocados por segunda vez tomándose las decisiones por mayoría de votos de los socios que representen, cuando menos, la mitad del capital social.*

***** ARTICULO DECIMO QUINTO.* En caso de disolución anticipada de la sociedad, se observarán las disposiciones del artículo doscientos veintinueve de la Ley General de Sociedades Mercantiles.*****

***** ARTICULO DECIMO SEXTO.* Para el caso de liquidación, se nombrará liquidador en la asamblea que la acuerde y en la cual se fijarán las bases para dicha liquidación.*****

***** ARTICULO DECIMO SEPTIMO.* En los términos del artículo veinte de la Ley General de Sociedades Mercantiles, se constituirá un fondo de reserva con el cinco por ciento de las utilidades netas de la sociedad, hasta alcanzar la quinta parte del capital social y dicho fondo será reconstituído, en caso necesario, en las mismas formas.*****

***** ARTICULO DECIMO OCTAVO.* En todo lo no previsto en esta

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autoridades administrativas o judiciales, inclusive de carácter federal y penal, ante las Juntas de Conciliación y Arbitraje, Locales o Federal y Autoridades de Trabajo.*****

***** C. Poder general para actos de administración, en los términos del párrafo segundo del citado artículo dos mil quinientos cincuenta y cuatro del Código Civil.*****

***** D. Poder en materia laboral, con facultades expresas para articular y absolver posiciones, de acuerdo con lo dispuesto en el artículo setecientos ochenta y seis de la Ley Federal del Trabajo, con facultades para administrar las relaciones laborales y conciliar de acuerdo con lo dispuesto en los artículos once y ochocientos setenta y seis, fracciones primera y sexta de la citada Ley, así como comparecer a juicio, en los términos de las fracciones primera, segunda y tercera del artículo seiscientos noventa y dos, y ochocientos setenta y ocho de la mencionada Ley.*****

***** E. Poder general para actos de dominio, de acuerdo con el párrafo tercero del mismo artículo del Código Civil.*****

***** F. Poder para otorgar y suscribir títulos de crédito, en los términos del artículo nueve de la Ley General de Títulos y Operaciones de Crédito.*****

***** G. Facultad para designar a los gerentes, subgerentes, factores o empleados de la sociedad.*****

***** H. Para delegar sus funciones en uno o varios socios para que actúen separadamente o en comité.*****

***** I. Facultad para otorgar poderes generales o especiales y revocar unos y otros.*****

***** ARTICULO DECIMO PRIMERO. Los ejercicios sociales serán de un año, contados del día primero de enero al treinta y uno de diciembre de cada año. Por excepción este primer año social, se contará a partir de la fecha de firma de esta escritura y terminará el día treinta y uno de diciembre del año en curso.*****

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FAMILIA Y FERTILIDAD

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EXISTENCIA LEGAL Y SE COMPULSA FIELMENTE DE SU ORIGINAL QUE OBRA DE LA
PAGINA CIENTO TRES A LA PAGINA CIENTO SIETE DEL LIBRO CUATROCIENTOS
OCHENTA DEL PROTOCOLO A MI CARGO, VA EN SEIS FOJAS UTILES DEBIDAMENTE
COTEJADO... DOY FE... MEXICO, DISTRITO FEDERAL, A LOS VEINTIOCHO DIAS
DEL MES DE JUNIO DE MIL NOVECIENTOS NOVENTA Y UNO.*****

PPV/me.



PARA EFECTOS DE INSCRIPCION DE LA PRESENTE ESCRITURA, SE
PONE EN CONOCIMIENTO, QUE EL SEÑOR ABRAHAM MEMUN ZONANA, A
LA FECHA ES YA MAYOR DE EDAD, PUES CUMPLIO SUS DIECIOCHO
AÑOS EL VEINTISEIS DE MAYO DEL AÑO EN CURSO, SEGUN SE DES-
PRENDE DE SU ACTA DE NACIMIENTO.- DOY FE.- MEXICO, DISTRITO
FEDERAL, A VEINTISEIS DE OCTUBRE DE MIL NOVECIENTOS NOVENTA
Y DOS.-----



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escritura, se estará a las disposiciones de la Ley General de Sociedades Mercantiles.

ARTICULO DECIMO NOVENO. Los gastos y honorarios que origine esta escritura, serán por cuenta de la sociedad que se constituye.

ARTICULO VIGESIMO. Todas las cuestiones no previstas en esta escritura, se regirán por lo dispuesto en la Ley General de Sociedades Mercantiles y en las demás leyes y decretos que fueren aplicables y los tribunales del Distrito Federal, serán los competentes para interpretar y hacer cumplir este contrato.

ARTICULO DOS MIL QUINIENTOS CINCUENTA
Y CUATRO DEL CODIGO CIVIL VIGENTE

"En todos los poderes generales para pleitos y cobranzas, bastará que se diga que se otorga con todas las facultades generales y las especiales que requieran cláusula especial conforme a la Ley para que se entiendan conferidos sin limitación alguna.

En los poderes generales para administrar bienes, bastará expresar que se dan con ese carácter para que el apoderado tenga toda clase de facultades administrativas.

En los poderes generales para ejercer actos de dominio, bastará que se den con ese carácter para que el apoderado tenga todas las facultades de dueño, tanto en lo relativo a los bienes como para hacer toda clase de gestiones a fin de defenderlos.

Cuando se quisieren limitar en los tres casos antes mencionados, las facultades de los apoderados se consignarán las limitaciones o los poderes serán especiales.

Los Notarios insertarán este artículo en los testimonios de los poderes que otorguen".

ES PRIMER TESTIMONIO QUE EXPIDO PARA "ADMINISTRACIONES J.M.", SOCIEDAD DE RESPONSABILIDAD LIMITADA DE CAPITAL VARIABLE, PARA ACREDITAR SU

007720

SECRETARIA DE FALTA DE FIRMAS

CIEN

YO, PEDRO PORCAYO VERGARA, Titular de la
Notaría Número Noventa y Tres del
Distrito Federal, C E R T I F I C O: Que
esta copia fotostática en SIETE hojas
útiles, es una reproducción fiel y
exacta de su original, que doy fe haber
tenido a la vista y a la que corresponde
el Número de Registro MIL CIENTO NOVENTA
Y UNO de esta misma fecha. Doy Fe.-
México, D. F., a 8 de ENERO del 2002.---

JPS/efg.



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TRANSLATION FROM SPANISH.

MR. PEDRO PORCAYO VERGARA.

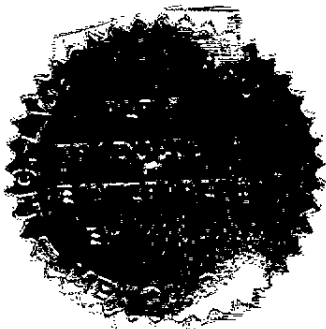
NOTARY'S OFFICE NUMBER 93.

7

FIRST CERTIFIED COPY OF DEED "24,030", TWENTY FOUR
THOUSAND AND THIRTY, CONTAINING THE INCORPORATION
AGREEMENT, UNDER THE NAME OF "ADMINISTRACIONES J. M.",
SOCIEDAD DE RESPONSABILIDAD LIMITADA DE CAPITAL VARIABLE.

PPV/me.

MEXICO CITY, FEDERAL DISTRICT, JUNE 28, 1991.



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SECRETARY OF STATE
FEDERAL DISTRICT, MEXICO

TO THE DIRECTOR OF THE PUBLIC REGISTRATION OF PROPERTY
AND COMMERCE IN AND FOR THE FEDERAL DISTRICT.

BY MEANS OF THIS OFFICIAL LETTER, I SEND YOU THE
ORIGINAL DOCUMENT OF THE DEED CORRESPONDING TO THE
CORPORATION CORPORATION CALLED ADMINISTRACIONES J. M., S.
DE R. L. DE C. V., FOR THE PURPOSE THAT YOU MAY BE SO KIND
AS TO RECORD IT IN THE CORRESPONDING BOOK OF THAT OFFICE
UNDER YOUR CHARGE. THE FOREGOING IN COMPLIANCE WITH THE
DECREE OF THE SECOND RESOLUTION OF JUDGEMENT ISSUED IN THE
VOLUNTARY JURISDICTION (JURISDICTION OVER A CASE IN WHICH
THERE IS NO DISPUTE BETWEEN THE PARTIES) PROCEEDINGS, DEED
REGISTRATION, PROMOTED BEFORE THIS COURT AND RESOLUTION
DATED AUGUST NINETEENTH OF THIS YEAR.

YOURS VERY TRULY.

EFFECTIVE SUFFRAGE. NO REELECTION.

MEXICO CITY, FEDERAL DISTRICT, AUGUST 23, 1991

THE NINTH CIVIL JUDGE.

MR. RUBEN GALLEGOS GALLEGOS, AN ILLEGIBLE SIGNATURE.

lmv.

9° CIVIL COURT.

ONLY SECRETARIAT.

FILE NUMBER 974/91.

OFFICIAL LETTER NUMBER: 1191.

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SECRETARY OF STATE
FALLING ELECTIONS

SEPTEMBER 9, 1991.

30577.

APPEARS A SEAL WHICH READS: "PUBLIC REGISTRATION OF
PROPERTY AND COMMERCE IN AND FOR THE FEDERAL DISTRICT.
RECEIVED. CLERKSHIP."

APPEARS A SEAL IN PURPLE INK WITH THE MEXICAN NATIONAL
COAT-OF-ARMS, WHICH READS: "UNITED MEXICAN STATES. SUPERIOR
COURT OF JUSTICE IN AND FOR THE FEDERAL DISTRICT. MEXICO
CITY, FEDERAL DISTRICT. NINTH CIVIL COURT."

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02 JAN 28 PM 11:13

SECRETARY OF STATE
TALLAMUSSEL, LINDA

MR. PEDRO PORCAYO VERGARA.

PUBLIC NOTARY'S OFFICE NUMBER 93.

MEXICO CITY, FEDERAL DISTRICT.

30577.

APPEARS A SEAL WHICH READS: "PUBLIC REGISTRATION OF
PROPERTY AND COMMERCE IN AND FOR THE FEDERAL DISTRICT.
RECEIVED. CLERKSHIP."

SEPTEMBER 09, 1991.

APPEARS A SEAL WHICH READS: "0203565. GENERAL
DIRECTION OF THE PUBLIC REGISTRATION OF PROPERTY AND
COMMERCE IN AND FOR THE FEDERAL DISTRICT, COMMERCE.
04/15/92. 09: 16:40."

BOOK FOUR HUNDRED AND EIGHTY.

DEED NUMBER TWENTY FOUR THOUSAND AND THIRTY.

IN MEXICO CITY, FEDERAL DISTRICT, ON MAY TENTH,
NINETEEN HUNDRED AND NINETY ONE, I, THE UNDERSIGNED, PEDRO
PORCAYO VERGARA, HOLDER OF NOTARY'S OFFICE NUMBER NINETY
THREE, DO HEREBY CERTIFY:

THE INCORPORATION OF "ADMINISTRACIONES J. M.",
SOCIEDAD DE RESPONSABILIDAD LIMITADA DE CAPITAL VARIABLE,
GRANTED BY MESSRS. JOSE MEMUN ROMANO, MARIO AGUILAR MORALES
AND THE MINOR CHILD ABRAHAM MEMUN ZONANA, REPRESENTED BY
HIS PARENTS, EXERCISING THE PATRIA POTESTAS CORRESPONDING

TO THEM, MESSRS. JOSE MEMUN ROMANO AND ZEQUIE ZONANA ZONANA
DE MEMUN, AS FOLLOWS:

A N T E C E D E N T S .

I.- PERMIT NUMBER ZERO NINE ZERO ONE EIGHT NINE NINE
FIVE WAS APPLIED FOR AND GOTTEN FROM THE MINISTRY OF
FOREIGN AFFAIRS, DATED MAY SECOND, NINETEEN HUNDRED AND
NINETY ONE, FILE NUMBER NINE ONE ZERO NINE ZERO ONE EIGHT
FOUR FIVE SIX, FOLIO NUMBER THIRTY THOUSAND THREE HUNDRED
AND SIXTY EIGHT, IN WHICH THE INCORPORATION OF THE
CORPORATION CALLED "ADMINISTRACIONES J. M.", SOCIEDAD DE
RESPONSABILIDAD LIMITADA DE CAPITAL VARIABLE IS AUTHORIZED,
WHICH I ATTACH TO THE APPENDIX HEREOF UNDER ITS NUMBER AND
LETTER "A", TOGETHER WITH ITS PAYMENT EVIDENCE; ONE COPY OF
THE SAME SHALL BE ATTACHED TO THE CERTIFIED COPIES ISSUED
FROM THIS DEED.

II.- THE PURPOSE OF THE CORPORATION IS: A)- THE
PURCHASE-SALE, ADMINISTRATION, LEASE AND BROKERAGE OF ALL
KIND OF PERSONAL PROPERTIES AND REAL ESTATE PROPERTIES AND
B).- IN GENERAL, TO PERFORM ALL THE ACTS AND ENTER INTO ALL
THE CIVIL AND MERCANTILE CONTRACTS WHICH ARE RELATED TO
THESE PURPOSES AND WHICH INTEND TO PERFORM FULLY AND
EFFICIENTLY THESE ACTIVITIES.

ONCE THE FOREGOING HAS BEEN STATED, THE APPEARING PARTIES GRANT THE FOLLOWING:

C L A U S E S :

FIRST.- THE GRANTORS INCORPORATE "ADMINISTRACIONES J. M.", SOCIEDAD DE RESPONSABILIDAD LIMITADA DE CAPITAL VARIABLE, AS A MEXICAN MERCANTILE CORPORATION, BEING SUBJECT TO THE LAWS OF THIS COUNTRY AND TO THE BY-LAWS THEY SHOW TO ME, WHICH ARE DULY SIGNED BY THE APPEARING PARTIES, AND WHICH I ATTACH TO THE APPENDIX HEREOF UNDER LETTER "B".

SECOND.- IT IS EXPRESSLY AGREED UPON THAT THIS CORPORATION WHETHER DIRECTLY OR INDIRECTLY SHALL NOT ACCEPT THE FOREIGN INVESTORS AND CORPORATIONS AS MEMBERS OR SHAREHOLDERS, WITHOUT INSERTING THE "FOREIGN EXCLUSION CLAUSE" NOR IT SHALL ACKNOWLEDGE AT ALL, ANY RIGHTS OF MEMBERS OR SHAREHOLDERS TO THE SAME INVESTORS AND CORPORATIONS.

THIRD.- THE GRANTORS, AS THE ONLY MEMBERS OF THE CORPORATION, BEING GATHERED IN A GENERAL SHAREHOLDERS MEETING, TOOK THE FOLLOWING:

R E S O L U T I O N S :

FIRST.- THE MINIMUM CAPITAL STOCK SHALL BE FIVE

MILLION PESOS, MEXICAN CURRENCY, MENTIONED IN ARTICLE SIXTH OF THE BY-LAWS, WHICH HAS BEEN FULLY SUBSCRIBED AND PAID IN CASH, AS PER THE STATEMENTS OF THE SHAREHOLDERS, AS FOLLOWS:

MR. JOSE MEMUN ROMANO, A CORPORATE SHARE WITH A VALUE OF THREE MILLION TWO HUNDRED AND FIFTY THOUSAND PESOS.

MR. MARIO AGUILAR MORALES, A CORPORATE SHARE WITH A VALUE OF TWO HUNDRED AND FIFTY THOUSAND PESOS.

THE MINOR CHILD ABRAHAM MEMUN ZONANA, A CORPORATE SHARE WITH A VALUE OF ONE MILLION AND FIVE HUNDRED THOUSAND PESOS.

TOTAL: THREE CORPORATE SHARES, WITH A VALUE OF FIVE MILLION PESOS, MEXICAN CURRENCY.

SECOND.- DURING THE TIME ON WHICH THERE IS NOT ANY RESOLUTION TO THE CONTRARY BY A GENERAL SHAREHOLDERS MEETING, THE CORPORATION SHALL BE MANAGED BY A GENERAL MANAGER, WHO SHALL BE IN OFFICE INDEFINITELY, UP TO THE MOMENT IN WHICH THE NEXT GENERAL MANAGER WHO SUBSTITUTES HIM, TAKES OFFICE.

FOR THAT PURPOSE, MR. JOSE MEMUN ROMANO IS APPOINTED AS GENERAL MANAGER OF THE CORPORATION, WHO IN THE PERFORMANCE OF HIS OFFICE SHALL HAVE ALL THE POWERS GRANTED BY ARTICLE TENTH OF THE CORPORATE BY-LAWS, WITHOUT ANY

LIMITATION.

IT IS DECIDED TO APPOINT MR. MARIO AGUILAR MORALES AS GENERAL AGENT WITH POWERS FOR LITIGATIONS AND LITIGATIONS (SIC) AND COLLECTIONS AND ACTS OF ADMINISTRATION, IN ACCORDANCE WITH THE PROVISIONS OF THE FIRST TWO PARAGRAPHS OF ARTICLE TWO THOUSAND FIVE HUNDRED AND FIFTY FOUR AND ARTICLE TWO THOUSAND FIVE HUNDRED AND EIGHTY SEVEN OF THE CIVIL CODE FOR THE FEDERAL DISTRICT AND THE CORRELATED ARTICLES OF THE CORRESPONDING LAW, IN ALL THE STATES OF THE MEXICAN REPUBLIC.

BEING PRESENT AT THIS MOMENT, AND UNDER PROTEST THE APPOINTED OFFICER ACCEPTED HIS OFFICE AND HE STATED THAT HE SHALL FAITHFULLY AND LEGALLY COMPLY WITH THE PERFORMANCE OF HIS DUTIES, ALSO BEING DULY INFORMED ABOUT THE CONTENTS OF THE PROVISIONS OF ARTICLE ARTICLE TWENTY SIX, OF THE FISCAL CODE OF THE FEDERATION, FOR ALL THE LEGAL AND FISCAL PERTINENT PURPOSES.

THIRD.- IT IS DECIDED TO EMPOWER THE UNDERSIGNED NOTARY TO CARRY OUT ALL THE JUDICIAL AND ADMINISTRATIVE STEPS WHICH MAY BE NECESSARY, FOR THE PURPOSE TO GET THE RECORDING OF THIS DEED MADE IN THE PUBLIC REGISTRATION OF COMMERCE, BASED ON THE POWERS GRANTED TO HIM BY THE PROVISIONS OF ARTICLE SEVENTEEN, SECTION SEVENTH, OF THE

NOTARIES LAW FOR THE FEDERAL DISTRICT.

C A P A C I T I E S .

MESSRS. JOSE MEMUN ROMANO AND ZEQUIE ZONANA ZONANA DE MEMUN EVIDENCE THEIR CAPACITIES WITH THE COPY OF THE BIRTH CERTIFICATE OF THEIR MINOR CHILD ABRAHAM MEMUN ZONANA, RECORDED IN THE CIVIL REGISTRATION OFFICE OF VILLA OBREGON, FEDERAL DISTRICT, IN BOOK SIX HUNDRED AND FIFTY FIVE, ON PAGE ONE HUNDRED AND FORTY NINE AND UNDER ENTRY NUMBER ONE HUNDRED AND FORTY NINE, ON MAY THIRTY FIRST, NINETEEN HUNDRED AND SEVENTY FOUR.

PERSONAL DATA OF THE APPEARING PARTIES.



ALL OF THEM ARE MEXICAN NATIONALS BY BIRTH, MR. JOSE MEMUN ROMANO, WAS BORN IN THIS CITY, ON FEBRUARY TWENTIETH, NINETEEN HUNDRED AND FORTY FIVE, MARRIED, MERCHANT, WITH DOMICILE AT CALLE FUENTE DEL REY NUMBER EIGHT, COLONIA LOMAS DE TECAMACHALCO, ZIP CODE FIFTY THREE THOUSAND NINE HUNDRED AND SEVENTY, IN NAUCALPAN DE JUAREZ, STATE OF MEXICO, WHO IDENTIFIES HIMSELF WITH DRIVER'S LICENSE NUMBER TWO HUNDRED TWENTY TWO THOUSAND EIGHT HUNDRED AND SEVENTY ONE, ISSUED BY THE GENERAL DIRECTION OF URBAN AUTOTRANSPORTATION OF THE DEPARTMENT OF THE FEDERAL DISTRICT.

MRS. ZEQUIE ZONANA ZONANA DE MEMUN, WHO WAS BORN AT CULIACAN, STATE OF SINALOA, WHERE SHE WAS BORN ON NOVEMBER EIGHTEENTH, NINETEEN HUNDRED AND FIFTY ONE, MARRIED, HOUSEWIFE, WITH THE SAME DOMICILE THAN THE FOREGOING PARTY, WHO IDENTIFIES HERSELF WITH DRIVER'S LICENSE NUMBER TWO HUNDRED TWENTY TWO THOUSAND EIGHT HUNDRED AND SEVENTY TWO, ISSUED BY THE GENERAL DIRECTION OF URBAN AUTOTRANSPORTATION OF THE DEPARTMENT OF THE FEDERAL DISTRICT.

THEIR MINOR CHILD ABRAHAM MEMUN ZONANA THEY REPRESENT, IS A MEXICAN NATIONAL BY BIRTH, BORN IN THIS CITY, ON MAY TWENTY SIXTH, NINETEEN HUNDRED AND SEVENTY FOUR, SINGLE, STUDENT, WITH THE SAME DOMICILE THAN THE FOREGOING PARTIES.

MR. MARIO AGUILAR MORALES, WHO WAS BORN IN THE FEDERAL DISTRICT, ON APRIL SECOND, NINETEEN HUNDRED AND FIFTY FOUR, MARRIED, EMPLOYEE, WITH DOMICILE AT BOLIVAR NUMBER FIVE HUNDRED AND SEVENTY FOUR, DEPARTMENT FOUR HUNDRED AND THREE, COLONIA ALAMOS, ZIP CODE ZERO THREE THOUSAND FOUR HUNDRED, BENITO JUAREZ DELEGATION, IN THIS CITY, WHO IDENTIFIES HIMSELF WITH HIS DRIVER'S LICENSE NUMBER AUMM, FIFTY FOUR ZERO FOUR ZERO TWO B FIVE, ISSUED BY THE DEPARTMENT OF THE FEDERAL DISTRICT, GENERAL COORDINATION OF TRANSPORTATION, GENERAL DIRECTION OF URBAN TRANSPORTATION.

IN REGARD TO THE INCOME TAX PAYMENT, UNDER PROTEST OF

TELLING THE TRUTH AND BEING WARNED OF THE PENALTIES INCURRED IN BY THOSE WHO MAKE FALSE STATEMENTS, THE APPEARING PARTIES STATED TO HAVE PAID SAID TAX WITHOUT PRODUCING EVIDENCE THEREOF, EXCEPTION MADE OF THE LADY WHO IS TAX EXEMPT.

I, THE NOTARY DO HEREBY CERTIFY: THAT THE MENTIONED AND INSERTED STATEMENTS FAITHFULLY AGREE WITH THEIR ORIGINALS THAT I HAD AT SIGHT; THAT THE APPEARING PARTIES IDENTIFIED THEMSELVES WITH THE MENTIONED DOCUMENTS AND THAT THEY HAVE LEGAL CAPACITY; THAT ONCE I READ THIS DEED IN FULL TO THEM AND HAVING EXPLAINED THE VALUE AND LEGAL CONSEQUENCES OF ITS CONTENTS AND BEING IN AGREEMENT WITH IT, THEY RATIFY AND SIGN IT ON THE SIXTEENTH OF THE MONTH OF ITS DATE.- I ATTEST.

ILLEGIBLE SIGNATURES OF MESSRS. JOSE MEMUN ROMANO.- MARIO AGUILAR MORALES.- ZEQUIE ZONANA ZONANA DE MEMUN.

BEFORE ME: PEDRO PORCAYO V.- SIGNATURE: THE AUTHORIZING SEAL.

I FINALLY AUTHORIZE THIS DEED ONCE THE LEGAL REQUIREMENTS WERE FULLY COMPLIED WITH.- MEXICO CITY, FEDERAL DISTRICT, JUNE TWENTY SEVENTH, NINETEEN HUNDRED AND NINETY ONE.- I ATTEST.- PEDRO PORCAYO V.- SIGNATURE.- THE AUTHORIZING SEAL.

MARGINAL NOTES:

FIRST NOTE.- FOR THE PURPOSES OF THE PROVISIONS OF ARTICLES 31 AND 32 OF THE REGULATIONS OF THE FOREIGN INVESTMENTS LAW, THE CORRESPONDING NOTICE WAS GIVEN TO THE MINISTRY OF FOREIGN AFFAIRS.- MEXICO CITY, FEDERAL DISTRICT, MAY 23, 1991.- I ATTEST.- PORCAYO V.- SIGNATURE.

SECOND NOTE.- FOR THE PURPOSES OF THE PROVISIONS OF ARTICLE 27 OF THE FISCAL CODE OF THE FEDERATION, THE CORRESPONDING NOTICE WAS GIVEN TO THE FEDERAL TREASURY OFFICE NUMBER "200". MEXICO CITY, JUNE 27, 1991.- I ATTEST.- PORCAYO V.- SIGNATURE.

APPENDIX DOCUMENT.

LETTER "A".

CORPORATE BY-LAWS.

ARTICLES.

ARTICLE FIRST.- THE CORPORATION BEING ORGANIZED IS A SOCIEDAD DE RESPONSABILIDAD LIMITADA DE CAPITAL VARIABLE, (LIMITED LIABILITY CORPORATION WITH VARIABLE CAPITAL STOCK) AS PER THE PROVISIONS OF THE LAWS OF THE COUNTRY AND THEREFORE, THE CORPORATION IS MEXICAN NATIONAL.

ARTICLE SECOND.- THE NAME OF THE CORPORATION SHALL BE "ADMINISTRACIONES J. M.", SOCIEDAD DE RESPONSABILIDAD LIMITADA DE CAPITAL VARIABLE, AND THESE LAST WORDS MAY BE

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TALLAHASSEE, FL 32310

ABBREVIATED WITH THEIR INITIALS S. DE R.L. DE C.V.

ARTICLE THIRD.- THE PURPOSE OF THE CORPORATION SHALL BE: THE ONE MENTIONED IN DETAIL IN ANTECEDENT SECOND OF THE ARTICLES OF INCORPORATION, WITH THE LIMITATIONS MENTIONED THEREIN.

ARTICLE FOURTH.- THE TERM OF THE CORPORATION SHALL BE NINETY NINE YEARS, COMPUTED FROM THE MOMENT IN WHICH THIS DEED IS EXECUTED.

ARTICLE FIFTH.- THE DOMICILE OF THE CORPORATION SHALL BE IN MEXICO CITY, FEDERAL DISTRICT, BEING ABLE TO ESTABLISH AGENCIES, BRANCHES OR OFFICES IN ANY OTHER PLACE OF THE MEXICAN REPUBLIC OR ABROAD, AND THE DOMICILE OF THE CORPORATION SHALL NOT BE CONSIDERED AS HAVING BEEN CHANGED THEREBY.

ARTICLE SIXTH.- THE CAPITAL STOCK SHALL BE VARIABLE, WITH A MINIMUM CAPITAL STOCK OF FIVE MILLION PESOS, MEXICAN CURRENCY, FULLY SUBSCRIBED AND PAID, IN THE MANNER MENTIONED IN THE TRANSITORY CLAUSES OF THIS DEED AND AN UNLIMITED MAXIMUM CAPITAL STOCK.

ALL THE CORPORATE SHARES GRANT THE SAME RIGHTS TO THEIR HOLDERS, IN PROPORTION TO THEIR CONTRIBUTIONS.

THE CORPORATE PARTIES SHALL HAVE THE RIGHT TO VOTE BY EACH ONE HUNDRED PESOS OF THEIR CONTRIBUTION, THEY SHALL BE

REGISTERED SHARES OF STOCK AND THEY SHALL ONLY BE SUBSCRIBED, ACQUIRED AND POSSESSED BY THE FOLLOWING PERSONS:

A).- MEXICAN NATIONAL INDIVIDUALS.

B).- MEXICAN CORPORATIONS WHOSE ARTICLES OF INCORPORATION INCLUDE THE FOREIGN EXCLUSION CLAUSE.

ARTICLE SEVENTH.- THE CORPORATION SHALL ONLY ACKNOWLEDGE AS SHAREHOLDERS THE PERSONS WHO ARE RECORDED AS SUCH IN THE BOOK FOR THE REGISTRATION OF CORPORATE PARTIES, EXCEPTION MADE OF A JUDICIAL RESOLUTION TO THE CONTRARY. THE OWNER OF ALL THE CORPORATE SHARE BECAUSE OF THE ONLY FACT THAT HE IS SUCH AN OWNER, ASSUMES THE OBLIGATION IN ACCORDANCE WITH THE PROVISIONS OF THIS DEED AND IN THE ARTICLES OF AMENDMENTS, IF ANY, AND HE ALSO ASSUMES THE OBLIGATIONS TO RESPECT THE RESOLUTIONS AND ACTIONS AGREED AND PERFORMED BY THE CORPORATE BODIES.

THE SHAREHOLDERS MEETING SHALL DECIDE IN REGARD TO THE CAPITAL INCREASES AND IN REGARD TO THE MANNER AND TERMS IN WHICH IT SHALL BE SUBSCRIBED AND PAID, BUT NO INCREASE MAY BE DECREED BEFORE THE MOMENT IN WHICH THE FORMER INCREASE HAS BEEN FULLY PAID.

THE SHAREHOLDERS SHALL ALWAYS HAVE THE PREFERENCE FOR THE SUBSCRIPTION OF THE INCREASES, IN PROPORTION TO THE

NUMBER OF THEIR CONTRIBUTIONS.

ALL DECREASES OF THE CAPITAL STOCK, PROVIDED THAT IT IS NOT DECREASED TO AN AMOUNT LESS THAN THE MINIMUM CAPITAL STOCK, MAY BE CARRIED OUT WITHOUT MORE FORMALITIES THAN A DECISION TAKEN FOR THAT PURPOSE BY THE SHAREHOLDERS MEETING.

ARTICLE EIGHTH.- THE SHAREHOLDERS SHALL HAVE THE SAME RIGHTS AND OBLIGATIONS IN REGARD TO THE CORPORATION, IN THE TERMS OF THEIR CORRESPONDING CONTRIBUTIONS AND IT IS FORBIDDEN TO THEM TO GRANT A BOND IN REGARD TO THE CORPORATION; TO SALE OR ENCUMBER THE CORPORATE SHARES TO TRANSFER THEIR RIGHTS AND TO ACCEPT NEW SHAREHOLDERS, THE AGREEMENT OF THE MAJORITY REPRESENTING AT LEAST THE THREE FOURTHS OF THE CAPITAL STOCK SHALL BE NECESSARY, IN ACCORDANCE WITH THE PROVISIONS OF ARTICLE SIXTY FIVE OF THE GENERAL LAW OF MERCANTILE CORPORATIONS.

ARTICLE NINTH.- NO FOREIGN PERSON, WHETHER INDIVIDUAL OR CORPORATION MAY HAVE ANY CORPORATE SHARE IN THE CORPORATION. IF DUE TO ANY REASON, ANY OF THE ABOVE MENTIONED PERSONS MAY ACQUIRE A CORPORATE SHARE DUE TO ANY CIRCUMSTANCE, THUS VIOLATING THE PROVISIONS OF THE FOREGOING PARAGRAPH, IT IS HEREBY AGREED THAT SAID ACQUISITION SHALL BE NULL AND VOID AND THEREFORE, IT SHALL

BE CANCELLED AND THE CORRESPONDING CORPORATE SHARE SHALL NOT HAVE ANY VALUE AND THE CERTIFICATES IT MAY REPRESENT, THE CAPITAL STOCK SHALL BE CONSIDERED AS DECREASED IN AN AMOUNT EQUAL TO THE VALUE OF THE CANCELLED CORPORATE SHARE.

ARTICLE TENTH.- THE ADMINISTRATION OF THE CORPORATION AND THE CORPORATE SIGNATURE IS ENTRUSTED TO ONE OR MORE MANAGERS, AS PER THE DECISIONS OF THE SHAREHOLDERS MEETING, WHO SHALL HAVE THE FULLEST POWERS TO PERFORM THE CORPORATE PURPOSES AND TO MANAGE AND ADMINISTER THE CORPORATION.

IN AN ENUNTIATIVE AND NOT LIMITATIVE MANNER, IT SHALL HAVE THE FOLLOWING POWERS AND AUTHORITIES:

A.- GENERAL POWER OF ATTORNEY FOR LITIGATIONS AND COLLECTIONS, WITH ALL THE GENERAL POWERS AND EVEN WITH THE SPECIAL ONES, THAT IN ACCORDANCE WITH THE LAW MAY REQUIRE A SPECIAL POWER OF ATTORNEY OR CLAUSES, IN TERMS OF THE FIRST PARAGRAPH OF ARTICLE TWO THOUSAND FIVE HUNDRED AND FIFTY FOUR OF THE CIVIL CODE FOR THE FEDERAL DISTRICT AND OF ITS CORRELATED ARTICLES OF THE STATES OF THE REPUBLIC.

IN AN ENUNTIATIVE AND NOT LIMITATIVE MANNER, AMONG OTHER POWERS, THE FOLLOWING ARE MENTIONED:

I.- TO FILE ACTIONS AND DESIST FROM ANY KIND OF PROCEEDINGS, INCLUDING THE INJUNCTION SUIT (AMPARO).

II.- TO MAKE SETTLEMENTS.

III.- TO COMPROMISE IN ARBITRATION.

IV.- TO ANSWER AND PREPARE INTERROGATORIES.

V.- TO CHALLENGE.

VI.- TO MAKE TRANSFER OF PROPERTIES.

VII.- TO RECEIVE PAYMENTS.

VIII.- TO FILE DENOUNCEMENTS AND COMPLAINTS IN CRIMINAL MATTERS AND TO DESIST FROM THEM, WHEN ALLOWED BY THE LAW.

IX.- TO BE ASSISTANT OF THE DISTRICT ATTORNEY AND TO DEMAND THE CIVIL REPAIR OF THE DAMAGES SUFFERED.

B.- SAID POWER SHALL BE EXERCISED BEFORE PRIVATE PERSONS AND BEFORE ALL KIND OF ADMINISTRATIVE OR JUDICIAL AUTHORITIES, INCLUDING THOSE OF FEDERAL AND CRIMINAL MATTERS, BEFORE THE BOARDS OF CONCILIATION AND ARBITRATION, WHETHER FEDERAL OR LOCAL AND BEFORE LABOR AUTHORITIES.

C.- GENERAL POWER OF ATTORNEY FOR ACTS OF ADMINISTRATION, IN TERMS OF THE PROVISIONS OF THE SECOND PARAGRAPH OF THE MENTIONED ARTICLE TWO THOUSAND FIVE HUNDRED AND FIFTY FOUR OF THE CIVIL CODE.

D.- POWER IN LABOR MATTERS, WITH EXPRESS POWERS TO PREPARE AND ANSWER INTERROGATORIES, IN ACCORDANCE WITH THE PROVISIONS OF ARTICLE SEVEN HUNDRED AND EIGHTY SIX OF THE FEDERAL LABOR LAW, WITH POWERS TO MANAGE THE LABOR

RELATIONS AND TO MAKE SETTLEMENTS IN ACCORDANCE WITH THE PROVISIONS OF ARTICLES ELEVEN AND EIGHT HUNDRED AND SEVENTY SIX, SECTIONS FIRST AND SIXTH OF THE MENTIONED LAW, AS WELL AS TO APPEAR IN SUITS IN TERMS OF THE SECTIONS FIRST, SECOND AND THIRD OF ARTICLE SIX HUNDRED AND NINETY TWO AND EIGHT HUNDRED AND SEVENTY EIGHT OF THE MENTIONED LAW.

E.- GENERAL POWER FOR ACTS OF OWNERSHIP, IN ACCORDANCE WITH THE PROVISIONS OF THE THIRD PARAGRAAPH OF THE SAME ARTICLE OF THE CIVIL CODE.

F.- POWER TO GRANT AND SIGN CREDIT TITLES, IN TERMS OF ARTICLE NINE OF THE GENERAL LAW OF CREDIT TITLES AND OPERATIONS.

G.- POWER TO APPOINT THE MANAGERS, ASSISTANT MANAGERS, AGENTS OR EMPLOYEES OF THE CORPORATION.

H.- TO ASSIGN HIS DUTIES TO ONE OR SEVERAL SHAREHOLDERS FOR THE PURPOSE THAT THEY MAY ACT SEPARATELY OR AS A COMMITTEE.

I.- POWER TO GRANT GENERAL OR SPECIAL POWERS OF ATTORNEY AND TO REVOKE ALL OF THEM.

ARTICLE ELEVENTH.- THE FISCAL YEARS SHALL BE OF ONE YEAR, COMPUTED FROM JANUARY FIRST, UP TO DECEMBER THIRTY FIRST OF EACH YEAR, AS AN EXCEPTION, THIS FIRST FISCAL YEAR SHALL BE COMPUTED FROM THE DATE OF SIGNATURE OF THIS DEED

AND SHALL EXPIRE ON DECEMBER THIRTY FIRST OF THIS YEAR.

ARTICLE TWELFTH.- EVERY YEAR, A BALANCE SHEET SHALL BE PREPARED, WHICH SHALL BE COMPLETED AS SOON AS POSSIBLE AND WHICH SHALL BE DELIVERED FOR THE INFORMATION OF THE SHAREHOLDERS WITHIN THE LAST FIFTEEN DAYS OF THE MONTH OF JANUARY OF EVERY YEAR.

ARTICLE THIRTEENTH.- THE NET PROFITS SHOWN IN THE ANNUAL BALANCE SHEETS WHICH ARE APPROVED BY THE SHAREHOLDERS, SHALL BE APPORTIONED AMONG THEM IN PROPORTION TO THEIR CAPITAL STOCK, AS WELL AS THE LOSSES, IF ANY.

ARTICLE FOURTEENTH.- THE SHAREHOLDERS MEETINGS SHALL BE GATHERED AT THE CORPORATE DOMICILE, AT LEAST ONCE A YEAR WITHIN THE FIRST THREE MONTHS OF EACH FISCAL YEAR, TO BE INFORMED, AMONG OTHER PURPOSES, ABOUT THE APPROVAL OF THE BALANCE SHEET. THE MEETING SHALL BE THE SUPREME BODY OF THE CORPORATION, ITS RESOLUTIONS SHALL BE TAKEN BY MAJORITY VOTE OF THE SHAREHOLDERS REPRESENTING AT LEAST THE SEVENTY FIVE PERCENT OF THE CAPITAL STOCK.- IF THIS VOTE TOTAL IS NOT ACHIEVED AT THE FIRST MEETING, THE SHAREHOLDERS SHALL BE CALLED A SECOND TIME AND THE DECISIONS SHALL BE TAKEN BY MAJORITY VOTE OF THE SHAREHOLDERS REPRESENTING AT LEAST HALF OF THE CAPITAL STOCK.

ARTICLE FIFTEENTH.- IN THE EVENT OF AN EARLY

TERMINATION OF THE CORPORATION, THE PROVISIONS OF ARTICLE TWO HUNDRED AND TWENTY NINE OF THE GENERAL LAW OF MERCANTILE CORPORATIONS SHALL BE COMPLIED WITH.

ARTICLE SIXTEENTH.- IN THE EVENT OF LIQUIDATION, A RECEIVER SHALL BE APPOINTED AT THE MEETING DECIDING THE LIQUIDATION AND IN WHICH THE BASES FOR SAID LIQUIDATION SHALL BE DETERMINED.

ARTICLE SEVENTEENTH.- IN TERMS OF THE PROVISIONS OF ARTICLE TWENTY OF THE GENERAL LAW OF MERCANTILE CORPORATIONS, A RESERVE FUND SHALL BE SET ASIDE, WITH THE FIVE PER CENT OF THE NET PROFITS OF THE CORPORATION, UP TO REACHING THE FIFTH PORTION OF THE CAPITAL STOCK AND SAID RESERVE FUND SHALL BE RECONSTITUTED IF NECESSARY, IN THE SAME MANNER.

ARTICLE EIGHTEENTH.- IN ALL MATTERS NOT FORESEEN IN THIS DEED, THE PROVISIONS OF THE GENERAL LAW OF MERCANTILE CORPORATIONS SHALL BE APPLIED.

ARTICLE NINETEENTH.- THE EXPENSES AND FEES INCURRED IN BY THIS DEED SHALL BE PAID BY THE CORPORATION BEING INCORPORATED.

ARTICLE TWENTIETH.- ALL MATTERS NOT FORESEEN IN THIS DEED SHALL BE RULED BY THE PROVISIONS OF THE GENERAL LAW OF MERCANTILE CORPORATIONS AND BY THE PROVISIONS OF THE OTHER

LAWS AND DECREES APPLICABLE, AND THE COURTS OF THE FEDERAL DISTRICT SHALL BE THE COMPETENT AUTHORITIES IN REGARD TO THE CONSTRUCTION AND ENFORCEMENT OF THIS AGREEMENT.

ARTICLE TWO THOUSAND FIVE HUNDRED AND FIFTY FOUR OF THE CIVIL CODE IN FORCE.

"IN ALL GENERAL POWERS OF ATTORNEY FOR LITIGATIONS AND COLLECTIONS, IT SHALL SUFFICE TO BE SAID THAT IT IS GRANTED WITH ALL THE GENERAL POWERS AND THE SPECIAL ONES WHICH REQUIRE SPECIAL CLAUSE IN ACCORDANCE WITH THE LAW, FOR THE PURPOSE THAT THEY BE UNDERSTOOD AS CONFERRED WITHOUT ANY LIMITATION. IN REGARD TO THE GENERAL POWERS OF ATTORNEY TO ADMINISTER PROPERTIES, IT SHALL SUFFICE TO STATE THAT THEY ARE GIVEN WITH SAID CHARACTER, FOR THE PURPOSE THAT THE PROXY HAS ALL KIND OF ADMINISTRATIVE POWERS.

IN THE GENERAL POWERS OF ATTORNEY TO EXERCISE ACTS OF OWNERSHIP, IT SHALL SUFFICE THAT THEY ARE GRANTED WITH SAID CHARACTER, FOR THE PURPOSE THAT THE PROXY HAS ALL THE POWERS OF AN OWNER, BOTH IN REGARD TO THE PROPERTIES AND TO CARRY OUT ALL KIND OF PROCEDURES FOR THE PURPOSE TO DEFEND THEM.

WHEN THE POWERS OF ATTORNEY OF THE PROXIES ARE TO BE LIMITED, IN THE THREE FOREGOING EVENTS, THE LIMITATIONS OF THE PROXIES SHALL BE STATED OR THE POWERS OF ATTORNEY SHALL

BE SPECIAL.

THE NOTARIES PUBLIC SHALL INSERT THIS ARTICLE IN THE CERTIFIED COPIES OF THE POWERS GRANTED".

THIS IS THE FIRST CERTIFIED COPY WHICH I ISSUE FOR "ADMINISTRACIONES J. M.", SOCIEDAD DE RESPONSABILIDAD LIMITADA DE CAPITAL VARIABLE, TO EVIDENCE ITS LEGAL EXISTENCE AND IT FAITHFULLY AGREES WITH ITS ORIGINAL WHICH APPEARS FROM PAGE ONE HUNDRED AND THREE UP TO PAGE ONE HUNDRED AND SEVEN, BOOK FOUR HUNDRED AND EIGHTY OF THE PROTOCOL UNDER MY CHARGE, IT CONSISTS OF SIX DULY COLLATED USEFUL PAGES.- I ATTEST.- MEXICO CITY, FEDERAL DISTRICT. JUNE TWENTY EIGHTH, NINETEEN HUNDRED AND NINETY ONE.

PPV/me.

AN ILLEGIBLE SIGNATURE.

IN ALL AND EACH ONE OF THE PAGES OF THIS DEED, APPEARS A SEAL WITH THE MEXICAN NATIONAL COAT-OF-ARMS WHICH READS: "UNITED MEXICAN STATES. MR. PEDRO PORCAYO VERGARA. NOTARY'S OFFICE NUMBER NINETY THREE. MEXICO CITY, FEDERAL DISTRICT."

FILE
JAN 28 PM 11:14
SECRETARY OF STATE
TELLAHUQUE, FLORIDA

FOR THE PURPOSES OF THE RECORDING OF THIS DEED, IT IS
HEREBY INFORMED THAT MR. ABRAHAM MEMUN ZONANA, AT THIS TIME
IS ALREADY OF AGE, SINCE HE NOW IS EIGHTEEN YEARS OLD, FROM
MAY TWENTY SIXTH OF THIS YEAR, AS PER THE INFORMATION
APPEARING IN HIS BIRTH CERTIFICATE.- I ATTEST.- MEXICO
CITY, FEDERAL DISTRICT, OCTOBER TWENTY SIXTH, NINETEEN
HUNDRED AND NINETY TWO.

APPEARS A SEAL WITH THE MEXICAN NATIONAL COAT-OF-ARMS,
WHICH READS: "UNITED MEXICAN STATES. PUBLIC REGISTRY OF
PROPERTY OF THE FEDERAL DISTRICT. MEXICO CITY, FEDERAL
DISTRICT."

AN ILLEGIBLE SIGNATURE.

APPEARS A SEAL WHICH READS: "RECORDED IN THE PUBLIC
REGISTRATION OF COMMERCE, UNDER MERCANTILE FOLIO NUMBER
168774. FEES: \$59,000/202,000.- CASHIER'S REGISTRATION
154434/57799. DATED: DECEMBER 4, 1992/9-09-91. MEXICO CITY,
FEDERAL DISTRICT. JANUARY 18, 1993."

THE REGISTRAR.

MR. VICTOR DAVID SERRANO RUIZ.

AN ILLEGIBLE SIGNATURE.

APPEARS A SEAL WITH THE MEXICAN NATIONAL COAT-OF-ARMS,
WHICH READS: "UNITED MEXICAN STATES. PUBLIC REGISTRATION OF

COMMERCE. U.D.A."

DIRECTOR OF THE PUBLIC REGISTRATION OF PROPERTY AND
COMMERCE IN AND FOR THE FEDERAL DISTRICT. -

MR. SERGIO SANDOVAL HERNANDEZ.

AN ILLEGIBLE SIGNATURE.

APPEARS A SEAL WITH THE MEXICAN NATIONAL COAT-OF-ARMS,
WHICH READS: "UNITED MEXICAN STATES. PUBLIC REGISTRATION OF
PROPERTY IN AND FOR THE FEDERAL DISTRICT. MEXICO."

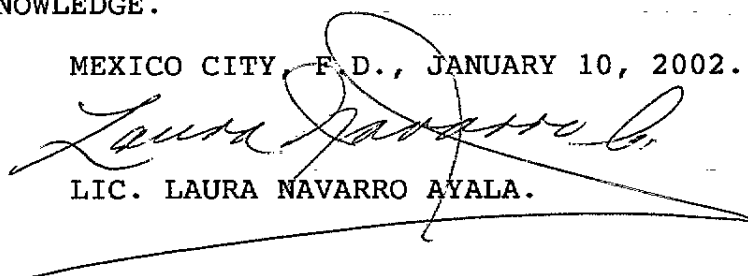
APPEARS A SEAL WHICH READS: "IT WAS RECORDED AT THE
MARGIN OF THE PROTOCOL. I ATTEST."

APPEARS A SEAL WHICH READS: "SUPERIOR COURT OF JUSTICE
IN AND FOR THE FEDERAL DISTRICT. PRESIDENCY. FIRST
SECRETARY OF RESOLUTIONS. RECEIVED. JULY 12, 1991. COMMON
CLERKSHIP. CIVIL-DOMESTIC."

FILED
JAN 28 PM 11 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, LIC. LAURA NAVARRO AYALA, BACHELOR OF ARTS, MAJOR:
PHILOSOPHY, PROFESSIONAL CERTIFICATE NUMBER 745318, EXPERT
TRANSLATOR AND INTERPRETER IN THE ENGLISH LANGUAGE,
AUTHORIZED BY THE FEDERAL JUDICATURE COUNCIL (CONSEJO DE LA
JUDICATURA FEDERAL), AS PER PUBLICATION MADE IN THE DAILY
OFFICIAL GAZETTE OF THE FEDERATION, DATED NOVEMBER 23,
2001, IN MEXICO CITY, FEDERAL DISTRICT, AS WELL AS
TRANSLATOR AND INTERPRETER IN THE ENGLISH LANGUAGE, MEMBER
OF THE MEXICAN ORGANIZATION OF TRANSLATORS (OMT) IN THE
FEDERAL DISTRICT, DO HEREBY CERTIFY: THAT THE FOREGOING
TRANSLATION IS TRUE AND FAITHFUL TO THE BEST OF MY
KNOWLEDGE.

MEXICO CITY, F.D., JANUARY 10, 2002.


LIC. LAURA NAVARRO AYALA.

FILED
02 JAN 28 PM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA