

F030000006257

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FOREIGN PROFIT QUALIFICATION

MEALS DE COLOMBIA INC.

Certificate of Status	0
Certified Copy	1
Page Count	13
Estimated Charge	\$78.75

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DIVISION OF CORPORATION

03 DEC 17 AM 11:18

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03 DEC 17 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED

12-17-03



FLORIDA DEPARTMENT OF STATE

Glanda E. Hood
Secretary of State

December 17, 2003

FAS-T CORP. AGENTS, INC.

SUBJECT: MEALS DE COLOMBIA INC.
REF: W03000038387

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The officer/director page is missing. Please re-fax the entire document.

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Trevor Brumblay
Document Specialist

FAX Aud. #: H03000336942
Letter Number: 503A00067523

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03 DEC 17 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. MEALS DE COLOMBIA INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. COLOMBIA

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

3. 72-1536108

(FEI number, if applicable)

4. 02/08/1964

(Date of incorporation)

5. 01/29/2063

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

6. UPON QUALIFICATION

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. TRANSVERSAL 49 #98-49, BOGOTA, COLOMBIA

(Principal office address)

50 SW 10th STREET, SUITE 812, MIAMI, FL 33130-4139

(Current mailing address)

8. INVESTMENT IN RESTAURANTS

(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: **GABRIEL S. DIAZ-SARMIENTO, CPA**

Office Address: **1985 NW 88th COURT, SUITE 201**

MIAMI

(City)

, Florida **33172-2638**

(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.

(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 business addresses of officers and/or directors:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: PARDO KOPPEL ALFREDO

Address: 50 SW 10th STREET, SUITE 812, MIAMI, FL 33130-4139

Vice Chairman: _____

Address: _____

Director: BARAYA, MARIA DEL PILAR MALDONADO DE

Address: 50 SW 10th STREET, SUITE 812, MIAMI, FL 33130-4139

Director: MALDONADO RODRIGUEZ, IGNACIO

Address: 50 SW 10th STREET, SUITE 812, MIAMI, FL 33130-4139

B. OFFICERS

President: ARANGO RESTREPO, ALVARO

Address: TRANSVERSAL 49 #98-49, BOGOTA, COLOMBIA

Vice President: ESPINOZA LOPEZ, MARIO ALBERTO

Address: TRANSVERSAL 49 #98-49, BOGOTA, COLOMBIA

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. MALDONADO, IGNACIO - DIRECTOR

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

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SECRETARY OF STATE
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MEALS DE COLOMBIA S.A.
LIST OF ADDITIONAL DIRECTORS LINE 12 (A)

NAME: ESPINOSA LOPEZ CARLOS JOSE
ADDRESS: 50 SW 10th STREET, SUITE 812, MIAMI, FL 33130-4139

NAME: MALDONADO RODRIGUEZ JUAN MANUEL
ADDRESS: 50 SW 10th STREET, SUITE 812, MIAMI, FL 33130-4139

NAME: MALDONADO RODRIGUEZ VICTOR BENJAMIN
ADDRESS: 50 SW 10th STREET, SUITE 812, MIAMI, FL 33130-4139

NAME: CUBIDES CAMACHO JORGE
ADDRESS: 50 SW 10th STREET, SUITE 812, MIAMI, FL 33130-4139

NAME: PEREZ DE BRIGRAD HERNAN
ADDRESS: 50 SW 10th STREET, SUITE 812, MIAMI, FL 33130-4139

NAME: MALDONADO, IGNACIO
ADDRESS: 50 SW 10th STREET, SUITE 812, MIAMI, FL 33130-4139

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



01



* 3 2 8 8 5 8 9 6 *

CAMARA DE COMERCIO DE BOGOTA

SEDE CENTRO

2 DE OCTUBRE DE 2003

HORA 14:10:06

01C21100206703RXU0303

HOJA : 001

CERTIFICADO DE EXISTENCIA Y REPRESENTACION LEGAL O INSCRIPCION DE DOCUMENTOS.

LA CAMARA DE COMERCIO DE BOGOTA, CON FUNDAMENTO EN LAS MATRICULAS E INSCRIPCIONES DEL REGISTRO MERCANTIL,

CERTIFICA :

NOMBRE : MEALS MERCADEO DE ALIMENTOS DE COLOMBIA S A SIGLA MEALS DE COLOMBIA S.A.

N.I.T. : 860008448-2

DOMICILIO : BOGOTA D.C.

CERTIFICA :

MATRICULA NO. 00014858

CERTIFICA :

CONSTITUCION: ESCRITURA PUBLICA NO. 235, NOTARIA 1 DE BOGOTA EL 29 DE ENERO DE 1.964 INSCRITA EL 8 DE FEBRERO DE 1.964 RATO EL NO. 59.918 DEL LIBRO IX, SE CONSTITUYO LA SOCIEDAD DENOMINADA TROPICREAM LTDA.

CERTIFICA :

QUE POR ESCRITURA PUBLICA NO. 1426 OTORGADA EN LA NOTARIA 28 DE BOGOTA EL 2 DE DICIEMBRE DE 1.982, INSCRITA EN ESTA CAMARA DE COMERCIO EL 17 DE DICIEMBRE DE 1.982 BAJO EL NO. 125.984 DEL LIBRO RESPECTIVO SE TRANSFORMO DE LIMITADA EN SOCIEDAD ANONIMA RATO EL NOMBRE DE MEALS MERCADEO DE ALIMENTOS DE COLOMBIA S. A. QUE QUE PODRA ABREVIARSE MEALS DE COLOMBIA S.A.

CERTIFICA :

QUE POR E.F. NO. 2880 DEL 28 DE DICIEMBRE DE 1999 DE LA NOTARIA 35 DE SANTA FE DE BOGOTA D.C., INSCRITA EL 3 DE ENERO DEL 2000 BAJO EL NO. 710660 DEL LIBRO IX, LA SOCIEDAD DE LA REFERENCIA ABSORBE MEDIANTE FUSION A LA SOCIEDAD CEM HELADO LTDA. LA CUAL SE DISUELVE SIN LIQUIDARSE.

CERTIFICA :

QUE POR ESCRITURA PUBLICA NO. 4099 DE LA NOTARIA 02 DE ARMENIA DEL 26 DE NOVIEMBRE DE 2002, INSCRITA EL 03 DE DICIEMBRE DE 2002 BAJO EL NUMERO 855352 DEL LIBRO IX, LA SOCIEDAD CITRICOS DE COLOMBIA S.A. CICOLSA S.A., DOMICILIADA EN ARMENIA (QUINDIO) SE ESCINDIO SIN DISOLVERSE, TRASPASANDO PARTE DE SU PATRIMONIO A LA SOCIEDAD DE LA REFERENCIA (BENEFICIARIA).

CERTIFICA :

REFORMAS:

ESCRITURAS NO.	FECHA	NOTARIA	INSCRIPCION
236	29--I--1964	1 BOGOTA	8 --II--1964 NO. 59.919
1793	3--VI--1965	1 BOGOTA	11--VI--1965 NO. 65.125
3923	9--XI--1973	8 BOGOTA	15 --XI--1973 NO. 13.293
4724	27--XII--1973	8 BOGOTA	15--I---1974 NO. 14.718
6327	25--XI--1975	6 BOGOTA	11--XII-1975 NO. 32.001
1298	22--VI--1977	13 BOGOTA	12--VII-1977 NO. 47.590
2345	30--IX-1977	13 BOGOTA	13 --X--1977 NO. 50.809

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SECCION DE REGISTRO
TALLERES DE FLORU

APROBADO
ARCHIVO
FILED

1972	4-VIII-1978	13. BOGOTA	14--IX--1978-NO. 62-805
222	8--III-1982	28 BOGOTA	5---IV-1982 NO. 114107
758	27-VII-1982	28 BOGOTA	5-VIII-1982 NO. 119818
1290	3--X--1983	28 BOGOTA	3---XI-1983 NO. 141753
3955	23-VIII-1984	4 BOGOTA	30-VIII-1984 NO. 157.279
6084	5-XII -1984	4 BOGOTA	18-XII -1984 NO. 162.830
3564	7-VII -1986	4 BOGOTA	28-VII -1986 NO. 194.485
1378	4-XII -1990	28 BOGOTA	7-XII -1990 NO. 312.295
632	5-VI -1992	28 BOGOTA	12-VI -1992 NO. 368.281
753	6- VII-1994	28 STAFF BTA	21- VII-1994 NO. 455.868
0002880	1999/12/28	00035 BOGOTA D.C.	00711060.2000/01/03
0000804	1997/08/19	00028 BOGOTA D.C.	00603629 1997/09/25
0004099	2002/11/26	00002 ARMENIA	00855352 2002/12/03

CERTIFICA :

VIGENCIA: QUE LA SOCIEDAD NO SE HALLA DISUELTA. DURACION HASTA EL 29 DE ENERO DE 2063 .

CERTIFICA :

OBJETO SOCIAL: LA SOCIEDAD TIENDE POR OBJETO PRINCIPAL EL EJERCICIO DE LAS SIGUIENTES ACTIVIDADES. LA PREPARACION, COMPRA Y VENTA DE COMESTIBLES Y PRODUCTOS ALIMENTICIOS. EN TAL VIRTUD PODRA ADQUIRIR A CUALQUIER TITULO MATERIAS PRIMAS, PRODUCTOS, EQUIPOS Y MAQUINAS DE PROCEDENCIA NACIONAL, EXTRANJERA Y EN GENERAL TODA CLASE DE BIENES MUEBLES O INMUEBLES QUE REQUIERAN PARA SUS INSTALACIONES, SUSCRIBIR, COMPRAR Y VENDER ACCIONES, CUOTAS O PARTES DE INTERES SOCIAL EN SOCIEDADES DE OBJETO SIMILAR O COMPLEMENTARIAS AL SUYO, ASI COMO ORGANIZAR LA VENTA Y DISTRIBUCION DE SUS PRODUCTOS, YA SEA DIRECTAMENTE O POR INTERMEDIO DE OTRAS PERSONAS O SOCIEDADES Y SUSCRIBIR LOS CONTRATOS A QUE HUBIERE LUGAR. LA SOCIEDAD PODRA GRABAR SUS BIENES PARA GARANTIZAR OBLIGACIONES A CARGO DE TERCEROS, SIEMPRE Y CUANDO REDUNDE EN BENEFICIO DE ELLA.

CERTIFICA :

CAPITAL:

** CAPITAL AUTORIZADO **

VALOR : \$4,000,000.000000
 NO. DE ACCIONES: 40,000,000.00
 VALOR NOMINAL : \$100.000000

** CAPITAL SUSCRITO **

VALOR : \$2,521,056,700.000000
 NO. DE ACCIONES: 25,210,567.00
 VALOR NOMINAL : \$100.000000

** CAPITAL PAGADO **

VALOR : \$2,521,056,700.000000
 NO. DE ACCIONES: 25,210,567.00
 VALOR NOMINAL : \$100.000000

CERTIFICA :

** JUNTA DIRECTIVA: PRINCIPAL(ES) **

QUE POR ACTA NO. 0000072 DE ASAMBLEA DE ACCIONISTAS DEL 30 DE ENERO DE 2001 , INSCRITA EL 05 DE ABRIL DE 2001 BAJO EL NUMERO 00771895 DEL LIBRO IX , FUE(ON) NOMBRADO(S):

NOMBRE	IDENTIFICACION
PRIMER RENGLON	
PARDO KOPPEL ALFREDO	C.C.00017004027
SEGUNDO RENGLON	
CUBIDES CAMACHO JORGE	C.C.00017039056
TERCER RENGLON	
PEREZ DE BRIGARD HERNAN	C.C.00017191770
CUARTO RENGLON	

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 TALLAHASSEE, FL 32304

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 FILED



01

CAMARA DE COMERCIO DE BOGOTA

SEDE CENTRO

2 DE OCTUBRE DE 2003

HORA 14:10:06

01C21100206704RXUC101

HOJA : 002

MEJIA MEJIA PEDRO EMIRO

C.C.00002934605

QUINTO RENGLON

MATALLANA FAJARDO RAFAEL

C.C.00017072017

** JUNTA DIRECTIVA: SUPLENTE(S) **

QUE POR ACTA NO. 0000072 DE ASAMBLA DE ACCIONISTAS DEL 30 DE ENERO DE 2001, INSCRITA EL 05 DE ABRIL DE 2001 BAJO EL NUMERO 00771895 DEL LIBRO IX, FUE(ON) NOMBRADO(S):

NOMBRE

IDENTIFICACION

PRIMER RENGLON

MALDONADO RODRIGUEZ VICTOR BENJAMIN

C.C.00017139408

SEGUNDO RENGLON

BARAYA MARIA DEL PILAR MALDONADO DE

C.C.00041230634

TERCER RENGLON

ESPINOSA LOPEZ CARLOS JOSE

C.C.00019055958

CUARTO RENGLON

MALDONADO RODRIGUEZ JUAN MANUEL

C.C.00019149835

QUINTO RENGLON

MALDONADO RODRIGUEZ IGNACIO

C.C.00019112326

CERTIFICA:

REPRESENTACION LEGAL: EL REPRESENTANTE LEGAL ES: EL GERENTE

CERTIFICA:

** NOMBRAMIENTOS : **

QUE POR ACTA NO. 0000171 DE JUNTA DIRECTIVA DEL 05 DE MARZO DE 2001, INSCRITA EL 16 DE MAYO DE 2001 BAJO EL NUMERO 00777407 DEL LIBRO IX, FUE(ON) NOMBRADO(S):

NOMBRE

IDENTIFICACION

GERENTE

ARANGO RESTREPO ALVARO

C.C.00070502736

QUE POR ACTA NO. 0000067 DE ASAMBLA DE ACCIONISTAS DEL 28 DE ENERO DE 1998, INSCRITA EL 27 DE MARZO DE 1998 BAJO EL NUMERO 00627978 DEL LIBRO IX, FUE(ON) NOMBRADO(S):

NOMBRE

IDENTIFICACION

SEGUNDO RENGLON

SIN ACEPTACION

SEGUNDO RENGLON

SIN ACEPTACION

QUE POR ACTA NO. 0000104 DEL 02 DE DICIEMBRE DE 1993, INSCRITA EL 15 DE FEBRERO DE 1994 BAJO EL NUMERO 00437250 DEL LIBRO IX, FUE(ON) NOMBRADO(S):

NOMBRE

IDENTIFICACION

PRIMER SUPLENTE DEL GERENTE

ESPINOSA LOPEZ MARIO ALBERTO

C.C.00017178079

QUE POR ACTA NO. 0000088 DEL 29 DE ENERO DE 1992, INSCRITA EL 30 DE MARZO DE 1992 BAJO EL NUMERO 00360834 DEL LIBRO IX, FUE(ON) NOMBRADO(S):

NOMBRE

IDENTIFICACION

AND
FILED

SEGUNDO SUPLENTE DEL GERENTE

MALEDONADO RODRIGUEZ JUAN MANUEL

C.C.00019149835

CERTIFICA :

FACULTADES DEL REPRESENTANTE LEGAL: LA SOCIEDAD TENDRA UN GERENTE QUIEN SERA SU REPRESENTANTE LEGAL CON LAS LIMITACIONES ESTABLECIDAS EN ESTOS ESTATUTOS.- EL GERENTE, SERA EL EJECUTOR INMEDIATO DE TODOS LOS ACTOS Y OPERACIONES SOCIALES, SEGUN LAS NORMAS LEGALES Y ESTATUTARIAS.- SERA DESIGNADO POR LA JUNTA DIRECTIVA PARA PERIODOS DE DOS -2- ANOS, CON DOS SUPLENTES, PRIMERO Y SEGUNDO, EN SU ORDEN, QUE LO REEMPLAZARAN EN SUS FALTAS TEMPORALES O ABSOLUTAS PARAGRAFO.- EL GERENTE, REQUERIRA LA AUTORIZACION PREVIA DE LA JUNTA DIRECTIVA PARA OBLIGAR A LA SOCIEDAD EN CUANTIA SUPERIOR A----- \$10'000.000.00- DIEZ MILLONES DE PESOS MONEDA CORRIENTE-, DE CONFORMIDAD CON LO ESTABLECIDO EN EL ARTICULO DIEZ Y NUEVE -19- NUMERAL CINCO -5- DE ESTOS ESTATUTOS.

CERTIFICA :

** REVISOR FISCAL: **

QUE POR ACTA NO. 0000076 DE ASAMBLEA DE ACCIONISTAS DEL 30 DE ENERO DE 2003 , INSCRITA EL 03 DE MARZO DE 2003 BAJO EL NUMERO 00868771 DEL LIBRO IX , FUE(ON) NOMBRADO(S):

NOMBRE	IDENTIFICACION
REVISOR FISCAL PRINCIPAL	
RIVERA CASTRO MILTON	C.C.00080418484
REVISOR FISCAL SUPLENTE	
SIERRA GOMEZ CLAUDIA LORENA	C.C.00025022573

CERTIFICA :

PERMISO DE FUNCIONAMIENTO: QUE POR RESOLUCION NO. AN. 4607 DEL 17 DE JULIO DE 1.983, INSCRITA EL 5 DE AGOSTO DE 1.983 BAJO EL NUMERO 137.006 DEL LIBRO IX, LA SUPERINTENDENCIA DE SOCIEDADES OTORGO PERMISO DEFINITIVO DE FUNCIONAMIENTO.

CERTIFICA :

DIRECCION DE NOTIFICACION JUDICIAL : TRV 49 NO. 98-49
MUNICIPIO : BOGOTA D.C.
DIRECCION COMERCIAL : TRV 49 NO. 98-49
MUNICIPIO : BOGOTA D.C.
E-MAIL : dcoquete@meals.com.co

CERTIFICA :

QUE POR DOCUMENTO PRIVADO DE BOGOTA D.C. DEL 16 DE MARZO DE 1998 , INSCRITO EL 31 DE MARZO DE 1998 BAJO EL NUMERO 00628355 DEL LIBRO IX , SE COMUNICA QUE SE HA CONFIGURADO UNA SITUACION DE CONTROL POR PARTE DE LA SOCIEDAD MATRIZ:MEALS MERCADEO DE ALIMENTOS DE COLOMBIA S A SIGLA MEALS DE COLOMBIA S.A., RESPECTO DE LAS SIGUIENTES SOCIEDADES SUBORDINADAS:

- SONTRADING INC

DOMICILIO : (FUERA DEL PAIS)

QUE POR DOCUMENTO PRIVADO DE BOGOTA D.C. DEL 13 DE JUNIO DE 2000 , INSCRITO EL 24 DE JULIO DE 2000 BAJO EL NUMERO 00737986 DEL LIBRO IX , SE COMUNICA QUE SE HA CONFIGURADO UNA SITUACION DE CONTROL POR PARTE DE LA SOCIEDAD MATRIZ:MEALS MERCADEO DE ALIMENTOS DE COLOMBIA S A SIGLA MEALS DE COLOMBIA S.A., RESPECTO DE LAS SIGUIENTES SOCIEDADES SUBORDINADAS:

- 4RUNNERS INVESTMENT LLC

DOMICILIO : (FUERA DEL PAIS)

QUE POR DOCUMENTO PRIVADO DE BOGOTA D.C. DEL 22 DE AGOSTO DE 1997 , INSCRITO EL 19 DE SEPTIEMBRE DE 1997 BAJO EL NUMERO 00602927 DEL LIBRO IX , COMUNICO LA SOCIEDAD MATRIZ:

- ALASKA B F INC

03 DEC 17 PM 12:12
SECRETARIA
TALLAHASI

THE FOLLOWING IS THE TRANSLATION OF AN ORIGINAL DOCUMENT WRITTEN IN THREE SHEETS OF LETTER SIZE PAPER, EACH SHEET WITH THE SEAL OF THE BOGOTÁ CHAMBER OF COMMERCE (CAMARA DE COMERCIO DE BOGOTÁ). THE ORIGINAL IS WITTEN ON BOTH SIDES OF THE SHEET.

THERE IS AN ILLEGIBLE BAR CODE WITH THE NUMBERS BELOW IT: *01* *32885896*
CHAMBER OF COMMERCE OF BOGOTÁ
DOWNTOWN OFFICE

OCTOBER 2, 2003
01C21100206703RXU0303

HOURL:14:10:06
PAGE: 001

CERTIFICATE OF EXISTENCE AND LEGAL REPRESENTACION OR FILING OF DOCUMENTS.
THE CHAMBER OF COMMERCE OF BOGOTA, AS AUTHORIZED BY THE LAWS OF
COMMERCIAL REGISTRY,

CERTIFY:

NAME: MEALS MERCADEO DE ALIMENTOS DE COLOMBIA S.A., DBA MEALS DE COLOMBIA
S.A.
N.I.T. (E.I.N.): 86000844-2
DOMICILE: BOGOTA, D.C.

CERTIFY:

DOCUMENT NUMBER: 00014858

CERTIFY:

ORGANIZATION: PUBLIC DOCUMENT NUMBER 235, 1ST NOTARY OF BOGOTA, ON JANUARY
29, 1964, FILED FEBRUARY 8, 1964, UNDER NUMBER 59,918, VOLUME IX, THE COMPANY
TROPICREAM LTDA. WAS ORGANIZED.

CERTIFY:

THAT BY PUBLIC DOCUMENT NUMBER 1426, ISSUED BY THE 28TH NOTARY OF BOGOTA ON
DECEMBER 2, 1982, AND FILED AT THIS CHAMBER OF COMMERCE ON DECEMBER 17, 1982
UNDER THE DOCUMENT NUMBER 125,984 OF THE CORRESPONDING VOLUME, THE
COMPANY WAS TRANSFORMED FROM BEING A LIMITED COMPANY INTO A CORPORATION
UNDER THE NAME MEALS MERCADEO DE ALIMENTOS DE COLOMBIA S.A., DBA MEALS DE
COLOMBIA S.A.

CERTIFY:

THAT BY PUBLIC DOCUMENT NUMBER 2880 DATED ON DECMEBER 29, 1999 OF THE 35TH
NOTARY OF SANTA FE DE BOGOTA, D.C., FILED ON JANUARY 3, 2000, UNDER THE NUMBER
710660, VOLUME IX, THE REFERENCED CORPORATION ACQUIRES BY FUSION THE
CORPORATION CREM HELADO LTDA., WHICH IS DISOLVED WITHOUT BEING LIQUIDATED.

CERTIFY:

THAT BY PUBLIC DOCUMENT NUMBER 4099 OF THE 02ND NOTARY OF ARMENTIA DATED ON
NOVEMEBR 26, 2002, UNDER NUMBER 855352 OF VOLUME IX, THE CORPORATION CITRICOS
DE COLOMBIA S.A., CICALSA S.A., DOMICILED IN ARMENIA (QUINDIO), WAS MERGED
WITHOUT DISSOLUTION, TRANSFERRING PART OF ITS ASSETS TO THE ABOVE REFERENCED
CORPORATION (BENEFICIARY).

CERTIFY:

REFORMS
PUBLIC
DOCUMENTS NO

DATE

NOTARY

NUMBER

236	1/29/1964	1 BOGOTA	02/08/1964 NUM. 59,919
1793	6/3/19651	1 BOGOTA	06/11/1965 NUM. 65,125
3923	11/9/1973	8 BOGOTA	11/15/1973 NUM 13,293
4724	12/27/1973	8 BOGOTA	01/15/1974 NUM 14-718
6327	11/25/1975	6 BOGOTA	12/11/1975 NUM 32,001
1298	6/22/1977	13 BOGOTA	08/12/1977 NUM 47-590
2345	9/30/1977	13 BOGOTA	10/19/1977 NUM 50,809

SECRETARY OF BOGOTÁ
TALLAHASSEE, FL 9001

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1972	8/4/1978	13 BOGOTA	09/14/1978 NUM 62.805
222	03/08/1982	28 BOGOTA	04/05/1982 NUM 114107
758	07/27/1982	28 BOGOTA	08/05/1982 NUM 119818
1290	10/03/1983	28 BOGOTA	11/03/1983 NUM 141758
3955	08/23/1984	04 BOGOTA	08/30/1984 NUM 157.279
6084	12/06/1984	04 BOGOTA	12/18/1984 NUM 162.830
3564	07/07/1986	04 BOGOTA	07/28/1986 NUM 194.485
1378	12/04/1990	28 BOGOTA	12/07/1990 NUM 368.281
632	06/05/1992	28 BOGOTA	12/07/1990 NUM 368.281
753	07/06/1994	28 STAFE BTA	07/21/1994 NUM 455.868
0002880	12/28/1999	35 BOGOTA D.C.	00711060 01/03/2001
0000804	08/19/1997	28 BOGOTA D.C.	00603629 09/25/1997
0004099	11/26/2002	02 ARMENIA	00855352 12/03/2002

CERTIFY:

DURATION: THAT THE CORPORATION IS NOT DISSOLVED. DURATION UNTIL JANUARY 29, 2063.

CERTIFY:

BUSINESS PURPOSE: THE CORPORATION WILL HAVE AS ITS BUSINESS PURPOSE THE FOLLOWING ACTIVITIES: THE PREPARATION, PURCHASE AND SALE OF FOOD AND FOOD PRODUCTS. AS SUCH IT WILL BE ABLE TO ACQUIRE UNDER ANY TITLE RAW MATERIALS, PRODUCTS, EQUIPMENT AND MACHINERY FROM NATIONAL AND FOREIGN SOURCES, AND IN GENERAL ALL TYPES OF PERSONAL AND REAL PROPERTY AS REQUIRED FOR ITS INSTALLATIONS, SUBSCRIBE, BUY AND SELL SHARES OR PORTIONS OF COMPANIES OR CORPORATIONS OF SIMILAR OR COMPLIMENTARY BUSINESS PURPOSE AS THE CORPORATIONS, AS WELL AS THE ORGANIZATION OF ITS SALES AND DISTRIBUTION OF ITS PRODUCTS, BE IT DIRECTLY OR BY OTHER PERSONS OR OTHER ASSOCIATIONS AND TO SIGN THE NECESSARY CONTRACTS AS NEEDED. THE CORPORATION WILL BE ABLE TO ENCUMBER ITS ASSETS TO GUARANTEE OBLIGATIONS WITH THIRD PARTIES, AS LONG AS IT IS OF BENEFIT TO THE CORPORATION.

CERTIFY:

CAPITAL:

** AUTHORIZED CAPITAL **

VALUE : COL\$4,000,000,000.00000
 NUMBER OF SHARES : 40,000,000.00
 VALUE PER SHARE : COL\$100.00000

** SUBSCRIBED CAPITAL **

VALUE : COL\$2,521,056,700.00000
 NUMBER OF SHARES : 25,210,567.00
 VALUE PER SHARE : COL\$100.00000

** PAID CAPITAL **

VALUE : COL\$2,521,056,700.00000
 NUMBER OF SHARES : 25,210,567.00
 VALUE PER SHARE : COL\$100.00000

CERTIFY:

** BOARD OF DIRECTORS: PRINCIPALS ***

THAT BY MINUTES NUMBER 0000072 OF THE STOCKHOLDER'S ASSEMBLY ON JANUARY 2001, FILED ON APRIL 05, 2001, UNDER NUMBER 00771895 OF BOOK IX, WAS (WERE) NAMED:

NAME	IDENTIFICATION
FIRST LINE	
PARDO KOPPEL ALFREDO	C.C. 00017004027
SECOND LINE	
CUBIDES CAMACHO JORGE	C.C. 00017039056
THIRD LINE	
PEREZ DE BRIGARD HERNAN	C.C. 00017191770
FOURTH LINE	

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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 AND
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THERE IS AN ILLEGIBLE BAR CODE WITH THE NUMBERS BELOW IT: *01* *32885896*
CHAMBER OF COMMERCE OF BOGOTA
DOWNTOWN OFFICE

OCTOBER 2, 2003 HOUR:14:10:06
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MEJIA MEJIA PEDRO EMIRO C.C. 00002934605
FITH LINE
MATAILLANA FAJARDO RAFAEL C.C. 00041430634

** BOARD OF DIRECTORS: ALTERNATE(S) **

THAT BY THE MINUTES NUMBER 0000072 OF THE SHAREHOLDER'S ASSEMBLY OF
JANUARY 30, 2001, FILED ON APRIL 05, 2001 UNDER THE NUMBER 00771895 OF VOLUME IX,
WERE NAMED:

NAME	IDENTIFICATION
FIRST LINE	
MALDONADO RODRIGUEZ VICTOR BENJAMIN	C.C. 00017139408
SECOND LINE	
BARAYA MARIA DEL PILAR MALDONADO DE	C.C. 00041430634
THRID LINE	
ESPINOSA LOPEZ CARLOS JOSE	C.C. 00019149835
FOURTH LINE	
MALDONADO RODRIGUEZ JUAN MANUEL	C.C. 00019149835
FIFTH LINE	
MALDOANDO RODRIGUEZ IGNACIO	C.C. 00019112326

CERTIFY:

LEGAL REPRESENTATION: THE LEGAL REPRESENTATIVE IS : THE MANAGER

CERTIFY:

** APPOINTMENTS **

THAT BY MINUTES NUMBER 0000171 OF THE BOARD OF DIRECTORS ON MARCH 05, 2001,
FILED ON MAY 16, 2001 UNDER THE NUMBER 00777407 OF VOLUME IX, WAS (WERE)
APPOINTED:

NAME	IDENTIFICATION
MANAGER	
ARANGO RESTREPO ALVARO	CC 00070507736

THAT BY MINUTES NUMBER 0000067 OF THE SHAREHPLDER'S ASSEMBLY OF JANUARY 28,
1998, FILED ON MARCH 27, 1998 UNDER THE NUMBER 00627978 OF VOLUME IX, WAS (WERE)
APPOINTED:

NAME	IDENTIFICATION
SECOND LINE	
WITHOUT ACCEPTANCE	*****
SECOND LINE	
WITHOUT ACCEPTANCE	*****

THAT THE MINUTES NUMBER 0000104 OF DECEMBER 2, 1993, FILED ON FEBRUARY 15, 1994,
UNDER THE NUMBER 00437250 VOLUME IX, WAS (WERE) APPOINTED:

NAME	IDENTIFICATION
FIRST ALTERNATE TO THE MANAGER	
ESPINOZA LOPEZ MARIO ALBERTO	C.C. 00017178079

THAT BY THE MINUTES NUMBER 0000088 OF JANUARY 29, 1992, FILED ON MARCH 30, 1992,
UNDER THE NUMBER 00360834 VOLUME IX, WAS (WERE) APPOINTED:

NAME	IDENTIFICATION
SECOND ALTERNATE TO THE MANAGER	
MALDONADO RODRIGUEZ JUAN MANUEL	C.C. 00019149835

CERTIFY:

POWERS OF THE LEGAL REPRESENTATIVE: THE CORPORATION WILL HAVE A MANAGER
THAT WILL BE ITS LEGAL REPRESENTATIVE WITH THE LIMITATATIONS ESTABLISHED IN
ITS BYLAWS.- THE MANAGER, WILL BE THE IMMEDIATE EXECUTIVE OF ALL ACTS AND

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 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

OPERATIONS OF THE CORPORATION, ACCORDING TO THE LAW AND CORPORATE STATUTES. HE WILL BE NAMED BY THE BOARD OF DIRECTORS FOR A PERIOD OF TWO -2- YEARS, WITH TWO ALTERNATES, FIRST AND SECOND, IN ORDER, WHICH WILL REPLACE HIM DURING THE TEMPORARY OR ABSOLUTE ABSENCES. PARAGRAPH.- THE MANAGER, WILL REQUIRE A PREVIOUS AUTHORIZATION FROM THE BOARD OF DIRECTORS TO ENCUMBER THE CORPORATION OF AMOUNTS GREATER THEN \$10,000,000.00 - TEN MILLION PESOS LEGAL TENDER-, ACCORDING TO ARTICLE NINETEEN -19- PARAGRAPH FIVE -5- OF THESE BYLAWS.

CERTIFY:

**** AUDITOR ****

THAT BY THE MINUTES NUMBER 0000076 OF THE SHAREHOLDER'S ASSEMBLY HELD ON JANUARY 30, 2003, FILED MARCH 03, 2003 UNDER NUMBER 00868771 OF BOOK IX, WAS(WERE) NAMED:

NAME	IDENTIFICATION
PRINCIPAL AUDITOR	
RIVERA CASTRO MILTON	C.C. 00080418484
SECOND AUDITOR	
SIERRA GOMEZ CLAUDIA LORENA	C.C. 00025022573

CERTIFY:

OPERATIONAL PERMIT: THAT BY RESOLUTION NUMBER AN. 4607 OF JULY 17, 1983, FILED ON AUGUST 5, 1983 UNDER THE NUMBER 137.006 OF BOOK IX, THE SUPERINTENDENCE OF CORPORATIONS GRANTS A PERMANENT OPERATIONAL PERMIT.

CERTIFY:

THE REGISTERED ADDRESS IS: TRV 49 #98-49

MUNICIPALITY: BOGOTA, D.C.

BUSINESS ADDRESS: TRV 49 # 98-49

MUNICIPALITY: BOGOTA, D.C.

E-MAIL: DCOPETE@MEALS.COM.CO

CERTIFY:

THAT BY THE PRIVATE DOCUMENT DATE IN BOGOTA, D.C., ON MARCH 16, 1998, FILED MARCH 31, 1998 UNDER THE NUMBER 00628355 OF BOOK IX, IT WAS COMMUNICATED THAT THERE HAS BEEN CREATED A CONTROL SITUATION BY THE PARENT CORPORATION MEALS MERCADE DE ALIMENTOS DE COLOMBIA, S.A., REGARDING THE FOLLOWING SUBORDINATE CORPORATIONS:

- SUNTRADING, INC.

DOMICILE: (FOREIGN)

THAT BY THE PRIVATE DOCUMENT DATE IN BOGOTA, D.C., ON JUNE 13, 2000, FILED JULY 24 2000 UNDER THE NUMBER 00737986 OF BOOK IX, IT WAS COMMUNICATED THAT THERE HAS BEEN CREATED A CONTROL SITUATION BY THE PARENT CORPORATION MEALS MERCADE DE ALIMENTOS DE COLOMBIA, S.A., REGARDING THE FOLLOWING SUBORDINATE CORPORATIONS:

- 4 RUNNERS INVESTMENT LLC

DOMICILE: (FOREIGN)

THAT BY THE PRIVATE DOCUMENT DATE IN BOGOTA, D.C., ON AUGUST 22, 1997, FILED SEPTEMBER 19, 1997 UNDER THE NUMBER 00602927 OF BOOK IX, IT WAS COMMUNICATED BY THE PARENT CORPORATION:

- ALASKA B F INC

FILED
 03 DEC 17 PM 12:12
 SECRETARY OF STATE
 MAIL ROOM

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THERE IS AN ILLEGIBLE BAR CODE WITH THE NUMBERS BELOW IT: *01* *3285896*
CHAMBER OF COMMERCE OF BOGOTA
DOWNTOWN OFFICE

OCTOBER 2, 2003
01C21100206703RXU0303

HOUR: 14:10:07
PAGE: 003

DOMICILE: (OUT OF THE COUNTRY)

THUS THE MANAGEMENT STRUCTURED HAS BEEN DEFINED FOR THE ABOVE
REFERENCED CORPORATION.

CERTIFY:

THAT THE CORPORATION HAS PROPERLY FILED THE FOLLOWING STABLISHMENTS:

NAME: MEALS MERCADEO DE ALIMENTOS DE COLOMBIA

DOCUMENT NUMBER: 00014860

RENEWAL OF ITS REGISTRY: MARCH 28, 2003

LAST YEAR RENEWED: 2003

NAME: MEALS MERCADEO DE ALIMENTOS DE COLOMBIA

DOCUMENT NUMBER: 00180797

RENEWAL OF ITS REGISTRY: MARCH 28, 2003

LAST YEAR RENEWED: 2003

NAME: MEALS MERCADEO DE ALIMENTOS DE COLOMBIA

DOCUMENT NUMBER: 01168580

RENEWAL OF ITS REGISTRY: MARCH 28, 2003

LAST YEAR RENEWED: 2003

CERTIFY:

THAT AS OF THE DATE OF THIS CERTIFICATE THERE ARE NO OTHER RECORDS THAT
MODIFY EITHER PARTIALLY OR TOTALLY ITS CONTENT.

ACCORDING TO THE CONCEPT BY THE SUPERINTENDENCE OF INDUSTRY AND BUSINESS,
THE RECORDED ACTS HEREBY CERTIFIED ARE PUBLIC RECORD FIVE (5) WORKING DAYS
AFTER THE DATE OF PUBLICATION IN THE RECORDS BULLETIN OF THE CORRESPONDING
DISTRICT, AS LONG AS IT IS NOT THE OBJECT OF GOVERNMENT RECOURSES.

THE SECRETARY OF THE CHAMBER OF COMMERCE,

FEES: COL\$2,300.00

IN ACCORDANCE TO THE DECREE 2150 OF 1995 AND THE AUTHORIZATION GRANTED
THE SUPERINTENDENCE OF INDUSTRY AND COMMERCE BY ITS NOTICE OF NOVEMBER 18,
1996, THE SIGNATURE THAT APPEARS BELOW IS COMPLETELY VALID FOR ALL LEGAL
EFFECTS.

ILLEGIBLE SIGNATURE.

UNDER OATH, I ATTEST THAT THE ABOVE DOCUMENT HAS BEEN TRANSLATED BY ME,
GABRIEL S. DIAZ SARMIENTO, AND IS A FAITHFUL TRANSLATION FROM THE ORIGINAL
DOCUMENT, TO THE BEST OF MY ABILITY ON THIS THE 16th DAY OF DECEMBER, 2003.

GABRIEL S. DIAZ SARMIENTO
1985 NW 88TH COURT, SUITE 201
MIAMI, FL 33172
TEL: (305) 594-9759

SUBSCRIBED AND SWORN BEFORE ME
THIS 16 DAY OF 12 2003
BY Gabriel Diaz S. WHO
PRODUCED A CURRENT 0265-297-46-413-0-
AS IDENTIFICATION. FDL



Maria C. Camacho
MY COMMISSION # DD206227 EXPIRES
April 28, 2007
BONDED THROUGH TROY FAIN INSURANCE, INC.

03 DEC 17 PM 12:12
FILED
AHU
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00336942



CAMARA
THE COMMERCE THE BIG DATA



★ ☆ 2 8 8 5 8 9 8 ☆

SEDE CENTRO

HORA 14:10:07

НОТА : 003

CERTIFICA :

ULTIMO AÑO RENOVADO : 2003

自一九五二年以來，我們出版了許多新書，

ULTIMO AÑO RENOVADO : 2003

此藥方或疑由元朝張潔大士所傳者歟

ULTIMO AÑO RENOVADO : 2003

CERTIFICA :

DE CONFORMIDAD CON LO CONCEPTUADO POR LA SUPERINTENDENCIA DE INDUSTRIA Y COMERCIO, LOS ACTOS DE REGISTRO AQUÍ CERTIFICADOS QUEDAN EN FIRME CINCO (5) DÍAS HÁBILES DESPUÉS DE LA FECHA DE PUBLICACIÓN EN EL BOLETÍN DEL REGISTRO DE LA CORRESPONDIENTE INSCRIPCIÓN, SIEMPRE QUE NO SEAN OBJETO DE RECURSOS EN LA VÍA GUBERNATIVA.

EL SECRETARIO DE LA CAMARA DE COMERCIO,

VALOR : \$ 2,300.00

DE CONFORMIDAD CON EL DECRETO 2150 DE 1995 Y LA AUTORIZACION IMPARTIDA POR LA SUPERINTENDENCIA DE INDUSTRIA Y COMERCIO, MEDIANTE EL OFICIO DEL 18 DE NOVIEMBRE DE 1996, LA FIRMA MECANICA QUE APARECE A CONTINUACION TIENE PLENA VALIDEZ PARA TODOS LOS EFECTOS LEGALES.

Wine Country