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Aloma S.A. Corp. (USA)

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Signature

Requested by:

Name	Date	Time
SK	8/31/04	11:27

Walk-In ___________ Will Pick Up ___________

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

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TALLAHASSEE, FLORIDA

1. GLORIA S. A. CORP.
(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. THE REPUBLIC OF PERU
(State or country under the law of which it is incorporated)

3. ______________________________
(FEI number, if applicable)

4. FEBRUARY 5, 1955
(Date of incorporation)

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

6. N/A
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. AVENIDA REPUBLICA de PANAMA No. 2461, LA VICTORIA, LIMA/PERU
(Principal office address)

AVENIDA REPUBLICA de PANAMA No. 2461, LA VICTORIA, LIMA/PERU
(Current mailing address)

8. IMPORTATION AND EXPORTATION OF PRODUCT, INCLUDING MACHINERY AND EQUIPMENT
(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 NOT acceptable)

Name: SEAN L. MOORE, ESQUIRE

Office Address: 2900 EAST OAKLAND PARK BOULEVARD, THIRD FLOOR

FORT LAUDERDALE, Florida ~~JORGE COLUMBO~~ 33306
(City) (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.

Sean L. Moore
(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:

A. DIRECTORS

Chairman: JORGE COLUMBO RODRIGUEZ

Address: AVENIDA REPUBLICA de PANAMA No. 2461, LA VICTORIA, LIMA/PERU

Vice Chairman: VITO MODESTO RODRIGUEZ

Address: AVENIDA REPUBLICA de PANAMA No. 2461, LA VICTORIA, LIMA/PERU

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TALLAHASSEE, FLORIDA

Director: JOSE ODON RODRIGUEZ

Address: 1700 North Dixie Highway, Suite 142, Boca Raton, FL 33432

Director: CLAUDIO JOSE RODRIGUEZ

Address: AVENIDA REPUBLICA de PANAMA No. 2461, LA VICTORIA, LIMA/PERU

B. OFFICERS

President: JORGE COLUMBO RODRIGUEZ

Address: AVENIDA REPUBLICA de PANAMA No. 2461, LA VICTORIA, LIMA/PERU

Vice President: VITO MODESTO RODRIGUEZ

Address: AVENIDA REPUBLICA de PANAMA No. 2461, LA VICTORIA, LIMA/PERU

Secretary: ______

Address: ______

Treasurer: ______

Address: ______

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

13. José Odón Rodriguez, DIRECTOR
(Signature of Director or Officer listed in number 12 of the application)

14. JOSE ODON RODRIGUEZ, DIRECTOR
(Typed or printed name and capacity of person signing application)

N° DE REGISTRO : 1180-04

Al idioma : Inglés

Del : Español

Lima, 23 de agosto del 2004

En Lima, a los veintitrés días del mes de agosto del año 2004, yo, el infrascrito Traductor Público Juramentado, certifico que el presente documento es una traducción fiel y correcta del idioma español al idioma inglés efectuada en tres páginas, la misma que corre inscrita en mi Registro Oficial No. 1180-04/O correspondiente al documento original referente al **Certificado de los Registros Públicos de Lima de la sociedad GLORIA S.A. de fecha 3 de agosto de 2004,** cuya copia se encuentra archivada en esta oficina, junto con la copia de la traducción.

En fe de lo cual firmo y sello la presente.

....

Edward Cruz Quevedo

Traductor Público Juramentado

OFFICIAL TRANSLATION TRA.1180-04/O

REPÚBLICA DEL PERÚ (THE REPUBLIC OF PERU)
SUPERINTENDENCIA NACIONAL DE LOS REGISTROS PÚBLICOS – SUNARP
(NATIONAL SUPERINTENDENCY OF THE PUBLIC RECORDS OFFICE – SUNARP)
ZONA REGISTRAL IX – SEDE LIMA
(NINTH REGISTRATION AREA – LIMA OFFICE)

ORDER: 628909 dated August 2, 2004

THE UNDERSIGNED REGISTRAR IN AND FOR LIMA DOES HEREBY CERTIFY THAT the Corporation "**GLORIA SOCIEDAD ANÓNIMA**" is filed with the Register of Companies under Item 00001, Entry 11559044 of the Book of Corporations and that it is in good standing. It was incorporated in the City of Arequipa by Notarially Recorded Instrument dated February 5, 1955, executed before Julio TEVES, Esq., Attorney at Law and Notary Public (registered in Item 1 of Card 1232). By Notarially Recorded Instrument dated May 13, 1998, executed before Carlos GÓMEZ DE LA TORRE, Attorney at Law and Notary Public in and for Arequipa, and by resolution of the Shareholders' Meeting dated March 24, 1998, it was agreed to **RESTATE** the Bylaws of the Corporation under the provisions of the New Business Corporations' Law, as follows: The name of the Corporation is "**GLORIA SOCIEDAD ANÓNIMA**" and may be used in its abbreviated form as "**GLORIA S.A.**" The Corporation shall have perpetual **Existence**, as recorded on Item 45-B of Card 1232. By Notarially Recorded Instrument dated June 26, 2002, executed before Javier RODRÍGUEZ VELARDE, Esq., Attorney at Law and Notary Public in and for Arequipa, and by resolutions of the Shareholders' Meetings held on June 17 and 25, 2002, the **Purpose** of the Corporation is to engage in the industry of preparation, packing, manufacturing, purchase, sale, importation, exportation and commercialization of any and all kinds of dairy products and their derivatives, food products containing fruits, legumes and vegetables, oils and fats obtained from animal and vegetable substances; meat products, as well as in the preparation and canning of fish and fish products, and any kind of food products, juices and beverages in general. The Corporation may also engage in trade, the rendering of strategic advisory services to national and foreign companies in several fields such as production, marketing, commercialization, logistics, legal affairs, technological assistance, financial planning, and business management, among others. In addition, the Corporation may engage in importation and exportation activities; to this effect, it may build public or private authorized customs warehouses, in accordance with the Customs Legislation in force applicable to the said establishments. Similarly, it may engage in any and all activities that provide a commercial benefit to the Corporation, provided that the Shareholders' Meeting or the Board of Directors have issued the pertinent resolution and such activities are not prohibited by law. The Corporation shall be authorized to carry out all the necessary activities to comply with the above-described purposes and, in general, it may engage in any other business related thereto and any related or allied activity that enables to use its business organization. By Notarially Recorded Instrument dated May 5, 2003, executed before Rulbi VELA VELÁSQUEZ, Esq., Attorney at Law and Notary Public, and by resolution of the Shareholders' Meeting dated March 26, 2003, it was agreed to **amend the registered office of the Corporation**, in the following terms: **Its Registered Office** shall be

EDWARD CRUZ QUEVEDO
Certified Public Translator

Edward
Cruz
Quevedo
Traductor Público Juramentado

located in the City of Lima. However, by means of a resolution of the Board of Directors, branches, operation centers, agencies or offices may be opened elsewhere in the Republic of Peru or abroad, as recorded on Item B00058 of Card 11559044. By Notarially Recorded Instrument dated April 12, 2004, executed before Ricardo FERNANDINI BARREDA, Attorney at Law and Notary Public, and by resolution of the Shareholders' Meeting held on March 25, 2004, the **capital stock** of the Corporation, which is fully subscribed and paid-up, amounts to S/.430,162,097 (Four Hundred Thirty Million, One Hundred Sixty-Two Thousand, Ninety-Seven Nuevos Soles), represented by 430,162,097 shares with a face value of S/.1 (One Nuevo Sol) each. Furthermore, the Board of Directors was appointed and is made up of: EXECUTIVE CHAIRMAN: Jorge Columbo RODRÍGUEZ RODRÍGUEZ; EXECUTIVE VICE CHAIRMAN: Vito Modesto RODRÍGUEZ RODRÍGUEZ; DIRECTORS: José Odon RODRÍGUEZ RODRÍGUEZ and Claudio José RODRÍGUEZ HUACO. Thus it is shown in Item B00059 of Entry 11559044.

IN WITNESS WHEREOF, I issue this Certificate in Lima this 3rd day of August, 2004, at 8 a.m.

Fees: S/.19
NM

(signed) Elmer Alcántara Hernández
Certifying Attorney-at-Law
Ninth Registration Area – Lima Office / Seal

NINTH REGISTRATION AREA – LIMA OFFICE
FILING DESK – CERTIFICATES

DELIVERED
Date: August 5, 2004

This document is invalid unless it bears the raised seal.

EDWARD CRUZ QUEVEDO
Certified Public Translator

REPÚBLICA DEL PERÚ (THE REPUBLIC OF PERU)
ZONA REGISTRAL IX – SEDE LIMA
(NINTH REGISTRATION AREA – LIMA OFFICE)

The undersigned Official DOES HEREBY CERTIFY THAT the signature affixed to this 2 - page document is the true, proper and respective handwriting of Elmer ALCANTARA HERNÁNDEZ, Certifying Attorney-at-Law, which has been duly verified in the Signatures Identification Records, and is identical to the signature he affixes in the performance his duties.

Lima, August 19, 2004

(signed) Oswaldo Flores Benavides
Administrative and Finance Manager - ORCL /Seal
Ninth Registration Area – Lima Office / Seal

REPÚBLICA DEL PERÚ (THE REPUBLIC OF PERU)
MINISTERIO DE RELACIONES EXTERIORES
(MINISTRY OF FOREGOING AFFAIRS)
DIRECCIÓN GENERAL DE ASUNTOS CONSULARES
(CONSULAR AFFAIRS BUREAU)
LEGALIZACIONES (AUTHENTICATION OFFICE) **# 0325740**

The foregoing signature of Oswaldo FLORES BENAVIDES IS HEREBY AUTHENTICATED.

For the contents of the attached document this Bureau assumes no responsibility.

Lima, August 20, 2004

(signed) Benjamín Víctor Vial Carhuavilca
Authentication Office
Consular Proceedings Department/ Seal / Raised Seal

BA/LD/
332449K4.59

MINISTERIO DE RELACIONES EXTERIORES
DIRECCIÓN GENERAL DE ASUNTOS CONSULARES
Legalización Nº ...0326737...
Se legaliza la firma que antecede del Sr.(a) Edward Cruz Quevedo
SIN JUZGAR EL CONTENIDO DEL DOCUMENTO
Benjamín Víctor Vial Carhuavilca
Departamento de Legalizaciones
Dirección de Trámites Consulares
23 AGO. 2004
LIMA

I, THE UNDERSIGNED CERTIFIED PUBLIC TRANSLATOR DO HEREBY CERTIFY THAT THIS IS A TRUE AND CORRECT TRANSLATION OF THE ORIGINAL TEXT IN....Spanish.........ATTACHED HERETO. THIS TRANSLATION SHALL NOT BE CONSIDERED AS AN ACKNOWLEDGMENT OF THE AUTHENTICITY OF THE ORIGINAL DOCUMENT.

IN WITNESS WHEREOF I HEREUNTO SET MY HAND AND AFFIX MY SEAL IN LIMA THIS..23 rd..DAY OF...August. 2004..........

EDWARD CRUZ QUEVEDO
Certified Public Translator

2449-04

SUNARP
SUPERINTENDENCIA NACIONAL DE LOS REGISTROS PUBLICOS

ATENCIÓN N° 628909 DEL 02/08/2004

EL FUNCIONARIO QUE SUSCRIBE CERTIFICA QUE LA FIRMA DEL(A) CERTIFICADOR ELMER ALCANTARA HERNANDEZ. (Consta de dos folios). VERIFICADO EN EL REGISTRO DE FIRMAS, ES LA MISMA QUE UTILIZA EN EL EJERCICIO DE SU FUNCION.

LIMA, 19 AGO. 2004

Oswaldo Flores Benavides
Gerente de Administración y Finanzas
Zona Registral N° IX - Sede Lima

EL REGISTRADOR DE LIMA QUE SUSCRIBE CERTIFICA:

Que en el Asiento A00001 de la Partida N° 11559044 del Libro de Sociedades Anónimas del Registro de Personas Jurídicas aparece registrado y vigente la Sociedad denominada " **GLORIA SOCIEDAD ANONIMA**". Constituida en la Ciudad de Arequipa, mediante Escritura Publica del 05/02/1955 otorgada ante Notario Dr. Julio Teves (registrado en el Asiento 1 de la Ficha N° 1232). Por Escritura Publica de fecha 13/05/1998 otorgada ante Notario Publico de Arequipa Dr. Carlos Gómez de la Torre y por Junta General de fecha 24/03/1998, se acordó **ADECUAR** los estatutos de la Sociedad a la **N.L.G.S,** de la siguiente manera: La sociedad se denomina : " **GLORIA SOCIEDAD ANONIMA**" *y puede girar bajo la denominación de "* **GLORIA S.A.** ". La Sociedad tiene como **Duración** indeterminada, así consta registrado en el Asiento 45-B de la Ficha N° 1232. Por Escritura Publica de fecha 26/06/2002 otorgada ante Notario Publico de Arequipa Dr. Javier Rodríguez Velarde y por Juntas Generales de fecha 17 y 25 de junio del 2002, la Sociedad tiene por **Objeto** : Dedicarse a la industria de preparar, envasar, manufacturar, comprar, vender, importar, exportar y comercializar toda clase de productos y derivados lácteos, productos alimenticios compuestos por frutas, legumbres y hortalizas, aceites y grasas a partir de sustancias animales y vegetales, productos carnicos, elaboración y conservación de pescado y producto de pescado; y toda clase de productos alimenticios, jugos y bebidas en general. La sociedad podrá dedicarse, asimismo, al comercio, a la prestación de servicios de asesoría estratégica a empresas nacionales y extranjeras en diversas áreas tales como producción , marketing, comercialización , logística, asuntos legales, asistencia tecnología, planeamiento financiero, gestión de negocios, entre otras. También podrá dedicarse a la importación y exportación, pudiendo constituir para tal efecto depósitos aduaneros autorizados, públicos o privados, conforme a lo dispuesto en la legislación aduanera vigente, que rija para dichos establecimientos. Igualmente podrá dedicarse a todas aquellas actividades que sean de beneficio comercial para la sociedad, siempre que lo decida la Junta General de Accionistas o el Directorio, y la Ley lo prohiba. La sociedad podrá llevar a cabo todas necesarias para realizar los fines expuestos y en general manejar cualquiera otros negocios relacionados así como actividades afines, conexas o que permitan utilizar su organización empresarial. Por Escritura Publica ....//////

MINISTERIO DE RELACIONES EXTERIORES
DIRECCIÓN GENERAL DE ASUNTOS CONSULARES
Legalización N° 0323740
Se legaliza la firma que antecede del Sr.(a) Oswaldo Flores Benavides
SIN JUZGAR EL CONTENIDO DEL DOCUMENTO

Benjamín Víctor Vial Carhuavilca
Departamento de Legalizaciones
Dirección de Trámites Consulares

LIMA 20 AGO. 2004

ELMER ALCANTARA HERNANDEZ
Abogado Certificador
Zona Registral N° IX - Sede Lima

Zona Registral N° IX - Sede Lima
MESA DE PARTES
CERTIFICADOS
05 AGO. 2004
ENTREGADO
ESTE DOCUMENTO CARECE DE VALOR SIN EL SELLO DE AGUA

Pag. 01

........//////////// de fecha 05/05/2003 otorgada ante Notario Dr. Vela Velasquez Rulbi y por Junta General de fecha 26/03/2003, se acordó la **modificación del domicilio de la sociedad**, en los siguientes términos : **Domicilio** en la Ciudad de Lima, sin embargo por acuerdo del Directorio podrá establecer sucursales , centros de operación agencias u oficinas en cualquier lugar del territorio peruano o en el extranjero, así consta registrado en el Asiento B00058 de la partida N° 11559044. Por Escritura Publica de fecha 12/04/2004 otorgada ante Notario Fernandini Barreda Ricardo y por Junta del 25/03/2004, el **capital** social, íntegramente suscrito y pagado es de S/. 430´162,097.00 representado por 430´162,097 acciones de un valor nominal de S/. 1.00 cada una. Asimismo se nombro el **Directorio**, conformado de la siguiente manera: PRESIDENTE EJECUTIVO: RODRIGUEZ RODRIGUEZ JORGE COLUMBO, VICE PRESIDENTE EJECUTIVO: RODRIGUEZ RODRIGUEZ VITO MODESTO, DIRECTORES: RODRIGUEZ RODRIGUEZ JOSE ODON Y RODRIGUEZ HUACO CLAUDIO JOSE, así consta registrado en el Asiento B00059 de la Partida N° 11559044.-********

En fe de lo cual expido el presente en Lima, a las ocho horas de hoy tres de agosto del dos mil cuatro.-*******************************

ELMER ALCANTARA HERNANDEZ
Abogado Certificador
Zona Registral N° IX - Sede Lima

Der. S/.19.00
NM.

Superintendencia Nacional de los Registros Públicos
República del Perú
ZR IX-LIMA
Gerencia de Adm. y Finanzas
19 AGO. 2004