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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL 15 2008
D.A. WHITE

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: TUPMAN THURLOW CO., INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

JOHN NIELSEN

(Name of Person)

TUPMAN THURLOW CO., INC.

(Firm/Company)

550 FAIRWAY DRIVE # 203

(Address)

DEERFIELD BEACH, FL 33441

(City/State and Zip code)

For further information concerning this matter, please call:

JOHN NIELSEN

(Name of Person)

at

954 596-9989 x 223

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:



\$70.00 Filing Fee



\$78.75 Filing Fee &
Certificate of Status



\$78.75 Filing Fee &
Certified Copy



\$87.50 Filing Fee,
Certificate of Status &
Certified Copy

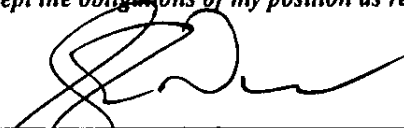
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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. TUPMAN THURLOW CO., 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. NEW YORK 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 8/31/1915 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 5/12/08
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 550 FAIRWAY DRIVE #203, DEERFIELD BEACH, FL 33441
(Principal office address)
- SAME
(Current mailing address)
8. WHOLESALE OF IMPORTED PROCESSED MEAT PRODUCTS
(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: JOHN NIELSEN
- Office Address: 2348 NW 34TH ROAD
COCONUT CREEK, Florida 33066
(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.


(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.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman:

SEE ATTACHED LIST

2000 JUL 15 P 12:30

Address:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

SEE ATTACHED LIST

President:

Address:

Vice President:

Address:

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.

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

JOHN NIELSEN VP - FINANCE

DIRECTORS

ACTION OF THE SOLE SHAREHOLDER
OF
THE TUPMAN THURLOW COMPANY, INC.

The undersigned, being the sole shareholder of THE TUPMAN THURLOW COMPANY, INC., a New York corporation (the "Corporation"), hereby adopts the following resolutions in lieu of a meeting:

RESOLVED, that the following persons are hereby elected as the directors of the Corporation to serve until the first Annual Meeting of Stockholders and until their respective successor(s) shall be elected and duly qualified:

- Joesley Mendonça Batista, also Chairman of the Board
- José Batista Junior
- David Ashton

IN WITNESS WHEREOF, the undersigned has duly executed this Instrument this 5th day of January, 2007.

SB HOLDINGS, INC.

By

Name:

Title:

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TALLAHASSEE, FLORIDA

OFFICERS

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ACTION BY WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
OF
THE TUPMAN THURLOW COMPANY, INC.

2000 JUL 15 P 12:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the directors of THE TUPMAN THURLOW COMPANY, INC., a New York corporation (the "Corporation"), hereby consent to the adoption of the following specified resolutions and approve and adopt such resolutions with the same force and effect as if they were approved and adopted at a duly constituted meeting of the directors of the Corporation:

RESOLVED, that the individuals holding the positions named below are hereby removed as members of the Board of Directors:

Paul Blakeley – Executive Vice President
Greg Silpe – Vice President - Sales

RESOLVED, that each individual whose name is set forth below be, and he or she hereby is, appointed to the office or offices of the Corporation set forth opposite his or her name, each officer to hold office until the next annual meeting of Board of Directors of the Corporation and until his or her successor has been appointed and qualifies, unless he or she sooner dies, resigns or is removed:

Wesley Mendonça Batista – President
Iain Mars – Chief Operating Officer
John Nielsen – Vice President - Finance
Jeff Podell – Executive Vice President - Sales
Francisco de Assis e Silva – Secretary

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors of THE TUPMAN THURLOW COMPANY, INC., have executed this written consent as of the 1st day of August 2007.



Joesley Mendonça Batista



José Batista Júnior

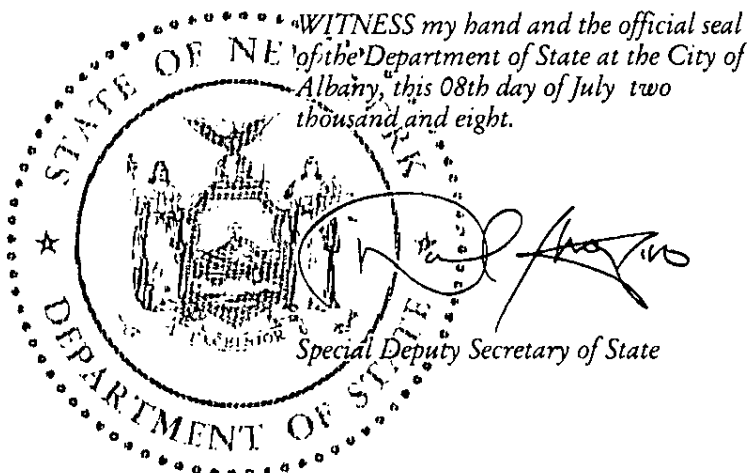


David Ashton

State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of THE TUPMAN THURLOW CO., INC. was filed on 08/31/1915, under the name of THE TUPMAN THURLOW COMPANY, INCORPORATED, fixing the duration as perpetual, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment THE TUPMAN THURLOW COMPANY, INCORPORATED, changing its name to THE TUPMAN THURLOW CO., INC., was filed 10/30/1969.



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TALLAHASSEE, FLORIDA

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