

F 09000001130

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

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MAIL

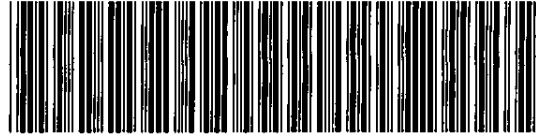
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
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W09-1371

gf 3/19/09

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: FLORES MARNELL Y CIA LTDA COMERCIALIZADORA INTERNACIONAL CI
(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:

GABRIEL S. DIAZ-SARMIENTO, CPA

(Name of Person)

GABRIEL S. DIAZ-SARMIENTO, CPA

(Firm/Company)

5600 SW 135th AVE, SUITE 202-A

(Address)

MIAMI, FL 33183

(City/State and Zip code)

For further information concerning this matter, please call:

GABRIEL S. DIAZ-SARMIENTO, CPA at (305) 386-0568

(Name of Person)

(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

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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

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GABRIEL S. DIAZ-SARMIENTO, CPA
5600 SW 135 AVENUE, SUITE 202-A
MIAMI, FL 33183-5101
TEL: (305) 386-0568
FAX: (305) 675-808

March 17, 2009

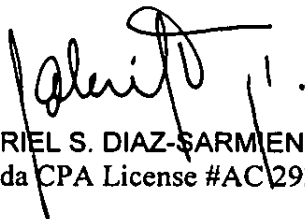
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

REF: W09000001371

Dear Sirs,

Enclosed please find the Application By Foreign Corporation To Transact Business in Florida with a copy of your letter dated January 12, 2009 for FLORES MARNELL Y CIA LTDA COMERCIALIZADORA INTERNACIONAL CI CO. The "CIA" is the Spanish abbreviation for "Compañia", which translates to "company", therefore the name, should have "CO" at the end.

Sincerely yours,



GABRIEL S. DIAZ-SARMIENTO, CPA
Florida CPA License #AC29362



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FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 12, 2009

GABRIEL S. DIAZ-SARMIENTO, CPA
5600 SW 135TH AVENUE
SUITE 202-A
MIAMI, FL 33183

SUBJECT: FLORES MARNELL Y CIA LTDA COMERCIALIZADORA
INTERNACIONAL CI
Ref. Number: W09000001371

We have received your document for FLORES MARNELL Y CIA LTDA COMERCIALIZADORA INTERNACIONAL CI and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 809A00001033

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DEPARTMENT OF STATE
09 MAR 18 PM 1:54

**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. FLORES MARNELL Y CIA LTDA COMERCIALIZADORA INTERNACIONAL CI CO

(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 3. 98-0604718

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

(FEI number, if applicable)

4. 06/12/2002 5. PERPETUAL

(Date of incorporation)

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

6. 01/01/2009

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

7. 6405 NW 36 STREET, SUITE 221, MIAMI, FL 33166

(Principal office address)

6405 NW 36 STREET, SUITE 221, MIAMI, FL 33166

(Current mailing address)

8. ANY LEGAL ACTIVITY

(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: GABRIEL S. DIAZ-SARMIENTO, CPA

Office Address: 5600 SW 135th AVE, SUITE 202-A

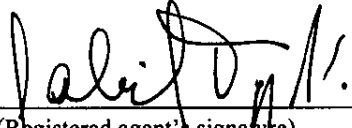
MIAMI, Florida 33183

(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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DIVISION OF CORPORATIONS
2009 MAR 18 PM 3:45

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

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DIVISION OF CORPORATIONS

2009 MAR 18 PM 3:45

A. DIRECTORS

Chairman: MARTIN CEFERINO ROCHA-ALGIER

Address: 6405 NW 36 STREET, SUITE 221, MIAMI, FL 33166

Vice Chairman: _____

Address: _____

Director: LUZ MARY RAFAELA BELTRAN-TORRES

Address: 6405 NW 36 STREET, SUITE 221, MIAMI, FL 33166

Director: _____

Address: _____

B. OFFICERS

President: MARTIN CEFERINO ROCHA-ALGIER

Address: 6405 NW 36 STREET, SUITE 221, MIAMI, FL 33166

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. MARTIN CEFERINO ROCHA-ALGIER

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

14. MARTIN CEFERINO ROCHA-ALGIER

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



REPUBLICA DE COLOMBIA
MINISTERIO DE RELACIONES EXTERIORES

APOSTILLE

(Convention de La Haye du 5 Octobre 1961)

País: REPUBLICA DE COLOMBIA
(Country: - Pays:)

El presente documento público
(This public document - Le présent acte public)

Ha sido firmado por: BALOUSTRE PEREZ JULIA SULAY
(Has been signed by: - A été signé par:)

Actuando en calidad de: COORDINADOR DE CERTIFICACIONES Y CONSTANCIAS
(Acting in the capacity of: - Agissant en qualité de:)

Lleva el sello/estampilla de: SUPERINTENDENCIA DE INDUSTRIA Y COMERCIO
(Bears the seal/stamp of: - Est revêtu du sceau de / timbre de:)

Certificado
(Certified - Attesté)

En: BOGOTA D.C.
(At: - À:)

El: 11/21/2008
(On: - Le:)

Por: APOSTILLA Y LEGALIZACIONES
(By: The Ministry of Foreign Affairs of Colombia - Par: Ministère des Affaires Étrangères de la Colombie)

No: AILV124250447
(Under Number: - Sous le numéro:)

Digitally Signed by:
Ministerio de Relaciones Exteriores de Colombia
NELSY RAQUEL MUNAR JARAMILLO
Reason: DOCUMENT AUTHENTICITY
Location: Bogotá - Colombia


Firma: (Signature:)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2009 MAR 18 PM 3:45

Nombre del Titular: FLORES MARNELL Y CIA LTDA C I
(Name of the holder of document: - Nom du titulaire:)

Tipo de documento: CERTIFICADO DE EXISTENCIA Y REPRES. LEGAL
(Type of document: - Type du document:)

008NEF0805

Número de hojas apostilladas: 2
(Number of pages: - Nombre de pages:)

811211226299867354

La autenticidad de esta apostilla puede ser verificada en el Registro Electrónico que se encuentra en la siguiente página web:

The authenticity of this Apostille may be verified by accessing the e-Register on the following web site:

L'authenticité de cette Apostille peut être vérifiée en accédant l'e-Registre sur le site web suivant:

www.cancilleria.gov.co/apostilla

APOSTILLE – REPUBLIC OF COLOMBIA

No.AILv124250447

CERTIFICATE OF AUTHENTICITY:

I, the undersigned **GUSTAVO YEPEZ MD**, sworn official translator and interpreter for the ENGLISH-SPANISH-ENGLISH languages by virtue of Resolution No. 264 dated March 1st 1991, issued by the Ministry of Justice of Colombia, do hereby certify:

That the foregoing is a true and correct translation of the attached document from Spanish into English Language.

In witness whereof I hereunto set my hand and official seal on this 25th OF NOVEMBER 2008.

My forwarding address is:

Cr. 15 No. 99 -13 office 105 – BOGOTA COLOMBIA Phone (571) 635 00 23

- Cell phone: (300 5 58 50 58) Email: gyepez@yahoo.com

GUSTAVO A. YEPEZ M.D.
Traductor e Intérprete Oficial
Resolución 264 Minjusticia

THE CHAMBER OF COMMERCE OF BOGOTÁ

DOWNTOWN OFFICE

DATE: NOVEMBER 14TH 2008

TIME: 15:10:55

01C20111409008NEF0805

**CERTIFICATE OF LEGAL INCORPORATION AND EXISTENCE OR
REGISTRATION OF LEGAL DOCUMENTS**

**THE CHAMBER OF COMMERCE OF BOGOTÁ CITY, FOUNDED ON ITS
REGISTRATION FILE AND THE MERCANTILE REGISTRY KEPT IN THIS OFFICE
HEREBY CERTIFIES:**

**NAME: FLORES MARNELL Y CIA LTDA. COMERCIALIZADORA
INTERNACIONAL CI, ALSO AUTHORIZED TO USE THE ABBREVIATION:
FLORES MARNELL Y CIA LTDA C I**

TAX ID: 830085690-8

PLACE OF BUSINESS: BOGOTA D.C.

FURTHER CERTIFIES:

REGISTRATION NUMBER 01082124

FURTHER CERTIFIES:

INCORPORATION:

BY VIRTUE OF PUBLIC DEED NUMBER 824 ISSUED BY NOTARY PUBLIC 12
IN AND FOR THE CITY OF BOGOTÁ DATED MARCH 9TH 2001 AND
REGISTERED ON APRIL 11, 2001 UNDER NO.992864 BOOK IX, WHEREBY
THE COMMERCIAL FIRM NAMED :
FLORES MARNELL Y CIA LTDA COMERCIALIZADORA INTERNACIONAL CI
WAS ESTABLISHED.

FURTHER CERTIFIES :

BY VIRTUE OF PUBLIC DEED NO. 2088 ISSUED BY THE NOTARY PUBLIC
12TH IN AND FOR BOGOTA D.C. DATED JUNE 7TH 2002, RECORDED ON
JUNE 14TH 2002 UNDER NO. 831227 BOOK IX, THE COMPANY
CHANGED ITS NAME TO: FLORES MARNELL Y CIA LTDA
COMERCIALIZADORA INTERNACIONAL CI FOR:
FLORES MARNELL Y CIA LTDA COMERCIALIZADORA INTERNATIONAL CI
AND IS ENTITLED TO USE ABBREVIATION NAME OF : FLORES MARNELL Y
CIA LTDA CI

FURTHER CERTIFIES:

CAPACITY OF THE LEGAL REPRESENTATIVE OF THE COMPANY

THE FOLLOWING ARE DEPUTIES OF THE MANAGER AS WELL AS ITS
PROXY, IN EVERYTHING PERTAINING TO THE NATURE OF HIS POSITION,
WITHOUT ANY LIMITATION, AND MORE SPECIFICALLY THE FOLLOWING
POWERS:

A. TO MAKE USE OF THE CORPORATE NAME AND TO LEGALLY
REPRESENT THE COMPANY BETWEEN THE SHAREHOLDERS, THE FOR
THIRD PARTIES, AND BEFORE ANY OTHER TYPE OF OFFICERS, AS WELL AS
PUBLIC AND PRIVATE AGENCIES.

B. ENTER AND EXECUTE ANY AND ALL ACTS OR OPERATIONS AND
COMPRISED WITHIN THE CORPORATE SUBJECT OF THE COMPANY,
SUBJECTED TO THE RESTRICTIONS OR LIMITATIONS ESTABLISHED IN THE
STATUTES HEREUNDER.

C. APPOINT AND REMOVE ALL THE EMPLOYEES OF THE COMPANY,
WHOSE APPOINTMENT AND A REMOVAL IS NOT RESERVED TO THE
DISCRETION OF THE BOARD OF SHAREHOLDERS.

FURTHER CERTIFIES

REFORMS

DEED	DATE	NOTARY	CITY	REGISTRATION	DATE
2088	2002/06/07	12	BOGOTA D.C.	831227	2002/06/14
237	2004/01/29	12	BOGOTA D.C.	925103	2004/03/16
2448	2008/07/09	12	BOGOTA D.C.	1233186	2008/08/05
2448	2008/07/09	12	BOGOTA D.C.	1233187	2008/08/05
2448	2008/07/09	12	BOGOTA D.C.	1233189	2008/08/05

FURTHER CERTIFIES:

TERM OF DURATION: THE FIRM IS NOT CURRENTLY DISSOLVED. ITS

ENVISIONED TERM OF DURATION IS: UP TO MARCH 9TH 2021.

FURTHER CERTIFIES:

CORPORATE OBJECT:

THE CORPORATE OBJECT OF THE COMPANY LIES IN THE AGRICULTURAL
REALM, BEING ENTITLED TO CONDUCT FOREIGN TRADE OPERATIONS
AND SPECIFICALLY UNDERTAKE ACTIVITIES AIMED AT THE PROMOTION

GUSTAVO A. YEPEZ M.D.
Traductor e Intérprete Oficial
Resolución 288 Minjusticia
1991

OF COMMERCIALIZATION OF COLOMBIA PRODUCTS AND EXTERNAL
MARKETS SUCH AS THE PRODUCTION, ACQUISITION OF
COMMERCIALIZATION OF FORESTRY PLANTS, ORNAMENTAL FOUNTAIN
SOURCES, FRUIT, LEGUMES OR ANY OTHER TYPE OF PLANTS, BUT
PRODUCTION, ACQUISITION OF COMMERCIALIZATION OF FERTILIZERS
OR PESTICIDES; PRODUCTION, ACQUISITION OF COMMERCIALIZATION
OF AGRICULTURAL RAW MATTER; PRODUCTION, ACQUISITION AND
COMMERCIALIZATION OF DOMESTIC OR EXOTIC WILDLIFE. IN THE DUE
PURSUIT OF ITS CORPORATE OBJECT, THE COMPANY IS ENTITLED TO
PURCHASE, IMPORTS, EXPORT, SELL , ADMINISTER, RENT, BUILD OR TAKE
IN LEASE, ANY TYPE OF STATES OR MOVABLE PROPERTY, DIRECTLY OR
INDIRECTLY RELATED TO ITS CORPORATE OBJECT;, AND OVERALL, WILL
BE ENTITLED TO ENGAGE IN ANY TYPE OF BUSINESS RELATED TO ITS
CORPORATE SUBJECT;, CREATE COMMERCIAL ESTABLISHMENTS OR
BRANCH OFFICES IN ANY PART OF THE COUNTRY OR ABROAD.
IN THE DEVELOPMENT OF ITS CORPORATE OBJECT, THE COMPANY IS
AUTHORIZED TO ENGAGE IN ANY COMMERCIAL OR BANKING
OPERATION, HIGHER TRANSPORTATION, INSURANCE, CONTRACT

EMPLOYEES WITH THE PURPOSE OF CONDUCTING THE LAWFUL
OPERATION DIRECTLY OR INDIRECTLY RELATED TO ITS OBJECT.

FURTHER CERTIFIES:

SHAREHOLDERS:

80 MILLION COLOMBIAN PESOS DIVIDED IN 80,000 SHARES WITH PAR
VALUE OF 1000 EACH ONE DISTRIBUTED AS FOLLOWS:

SHAREHOLDERS:

SEMILLAS SELECTAS DEL TOLIMA & CIA S EN C TAXPAYER ID NO
8090057488

NUMBER OF SHARES: 19,200 VALUE\$ 19,200,000.00

AGRICOLA MARNELL Y CIA S EN C TAXPAYER ID NO. 8605333256

NUMBER OF SHARES: 40,000 VALUE \$ 40,800,000.00

ROCHA BELTRAN MANUELA

NUMBER OF SHARES: 20,000 VALUE \$ 20,000.000.00

TOTAL

NUMBER OF SHARES: 80,000 VALUE \$ 80,000,000.00

GUSTAVO A. YEPEZ M.D.
Traductor e Interpreté Oficial
Resolución 244 Minjus 1991

FURTHER CERTIFIES:

LEGAL REPRESENTATION: THE COMPANY WILL HAVE A MANAGER WITH
THEIR RESPECTIVE PROXY.

FURTHER CERTIFIES:

APPOINTMENTS:

BY VIRTUE OF PUBLIC DEED NUMBER 824, ISSUED BY NOTARY PUBLIC 12,
IN AND FOR THE CITY OF BOGOTÁ, DATED MARCH 19 21, RECORDED
ON APRIL 11, 2001 UNDER NUMBER 772740 BOOK IX THE FOLLOWING
POSITIONS WERE APPOINTED:

NAME	ID
------	----

MANAGER	
---------	--

ROCHA ALGIER MARTIN CEFERINO	79368582
------------------------------	----------

BY VIRTUE OF ACT NUMBER FOUR, ISSUED BY THE BOARD OF
SHAREHOLDERS, DATED NOVEMBER 20, 2003, RECORDED ON MARCH
16, 2004 UNDER NUMBER 925102, BOOK IX, THE FOLLOWING POSITIONS
WERE APPOINTED:

NAME	ID
------	----

PROXY	
-------	--

BLETRAN TORRES LUZ MARY RAFAELA	51632996
---------------------------------	----------

D. CONSTITUTES OR APPOINT TRUSTEES, ARBITRATORS OR EXPERTS ON BEHALF OF THE COMPANY.

E. ELABORATE AND SUBMIT TO THE APPROVAL OF THE BOARD OF SHAREHOLDERS THE ANNUAL OPERATING OR INVESTMENT BUDGETS OF THE COMPANY.

E. SUBMIT BEFORE THE CONSIDERATION OF THE SHAREHOLDERS THE FINANCIAL AND ECONOMIC STATEMENT OF THE COMPANY AS WELL AS ANY OTHER REPORTS REQUESTED, THE GENERAL BALANCE STATEMENTS OF THE YEAR.

G. TO SUBMIT TO THE APPROVAL OF THE BOARD OF SHAREHOLDERS THE GENERAL ORGANIZATIONAL PLAN OF THE COMPANY.

H. TO KEEP ALL THE BOOK OF MINUTES, AND TO OVERSEE THE ACCOUNTING AND BOOKKEEPING TO BE CARRIED OUT ACCORDING TO THE CURRENT LAW.

I. TO TAKE ALL THE MEASURES AIMED AT PRESERVING THE CORPORATE PROPERTY, OVERSEE THE ACTIVITY OF ITS EMPLOYEES AND IN PARK ORDERS AND INSTRUCTIONS FOR THE PROPER CONDUCTION OF THE BUSINESS OF THE COMPANY.

J. TO CONVENE TO THE BOARD'S MEETING WHENEVER DEEMED
NECESSARY OR CONVENIENT, AND TO KEEP IT INFORMED ON THE
COURSE OF THE CORPORATE BUSINESS.

K. TO FULFILL ALL THE ORDERS AND INSTRUCTIONS IMPARTED TOWARD
DEDICATED BY THE BOARD OF SHAREHOLDERS.

L. TO FULFILL OR ENSURE THE FULFILLMENT OF ALL THE AGREEMENTS
AND LEGAL REQUIREMENTS RELATED TO THE EXISTENCE AND
FUNCTIONING OF THE COMPANY.

FURTHER CERTIFIES:

BY VIRTUE OF PRIVATE INSTRUMENT THE MARCH 15, 2004, RECORDED
ON MARCH 15, 2004 UNDER NUMBER 8832, BOOK 5, MR. MARTIN
CEFERINO ROCHA ALGIER, HOLDER OF ID NUMBER 79.368.582 ISSUED
IN BOGOTÁ, HIS CAPACITY OF LEGAL REPRESENTATIVE OF THE ABOVE
REFERENCED COMPANY, BY MEANS OF THIS DOCUMENT GRANTED
BROAD AND SWEEPING POWER OF ATTORNEY UPON MR. DOCTOR
FELIPE ARANGO, HOLDER OF ID NUMBER 79.240.202 ISSUED IN SUBA, SO
THAT IN HIS CAPACITY OF CROP MANAGER OF THE ABOVE-MENTIONED

COMPANY, AND IS STARTING FROM THIS DATE, HE IS AUTHORIZED TO
ENGAGE AND EXECUTE ANY ACCIDENT AGREEMENTS PERTAINING TO:

FIRST:

CONFERS SPECIAL POWER TO INTERNAL OR EXTERNAL ACCORDANCE
TO REPRESENT THE COMPANY FLORES MARNELL Y CIA LTDA C.I.,
INSIDE AND OUTSIDE OF COURT, WITHIN ANY PROCEEDINGS THAT IS IN
COURSE OR THAT MAYBE ADVANCED AGAINST THE COMPANY, AS
WELL AS WITH RESPECT TO ANY OTHER FORMALITY AND PETITION FILED
BEFORE JUDICIARY OR ADMINISTRATIVE AUTHORITIES,

SECOND:

TO REVOKE OR SUBSTITUTES POWERS GRANTED UPON HIM INTO
CAPACITY CONFERRED IN THE ABOVE ITEM.

THIRD:

TO ATTEND AS LEGAL REPRESENTATIVE OF THE COMPANY FLORES
MARNELL Y CIA LTDA C.I., TO ALL THE JUDICIARY PROCEEDINGS TO
WHICH HE IS SUMMONED AND TO SERVE NOTIFICATION AS STIPULATED
IN JUDICIARY PROCEEDINGS WHERE THE COMPANY
FLORES MARNELL Y CIA LTDA CI, ACTS EITHER AS DEFENDANT
PROPLAINTIFF, OR SUMMONED AS THIRD PARTY, BEING ENTITLED TO

CONTEST, CONCILIATE AND OR SETTLE AS ESTABLISHED IN THE
JUDICIARY PROCEEDINGS, ADMINISTRATIVE OR EXTRA JUDICIARY
VENUES IN WHICH THE COMPANY FLORES MARNELL Y CIA LTDA CI IS A
PART.

FIFTH:

TO FILE COMPLAINTS BEFORE COMPETENT AUTHORITIES, WHENEVER THE
INTEREST OF THE COMPANY FLORES MARNELL Y CIA LTDA CI ARE
AFFECTED AGAINST NATURAL OR CRITICAL PERSONS.

THE APPOINTED AGENT OF THE COMPANY FLIPE ARANGO PARDO, IS
HEREBY AUTHORIZED TO CARRY OUT ANY AND ALL ACTIONS AND
PROCEDURES ABOVE DESCRIBED IN THE CITY OF BOGOTÁ, OR IN THE
NEIGHBORING MUNICIPALITIES OF SUESCA, CHIA, ZIPARQUIRA,
CHOCONTA, FACATATIVA, TENZA AND THE OTHER ADJOINING
LOCALITIES TO THE CAPITAL DISTRICT OF BOGOTÁ CITY.

FURTHER CERTIFIES:

LEGAL NOTIFICATION ADDRESS:

CL 8-79 OFFICE 519

MUNICIPALITY: BOGOTA D.C.

COMMERCIAL CORRESPONDENCE ADDRESS:

VRD CHITIVA BAJO FCA JARAMA

MUNICIPALITY: SUESCA (CUNDINAMARCA)

FURTHER CERTIFIES:

THE COMPANY HAS REGISTERED THE FOLLOWING COMMERCIAL

ESTABLISHMENTS:

NAME: FLORES MARNELL Y CIA LTDA C I

REGISTRATION NUMBER 01382475

REGISTRATION RENEWAL: MAY 9, 2008

LAST RENEWED YEAR: 2008.

FURTHER CERTIFIES

IN ACCORDANCE TO WHAT IS SET FORTH IN LAW 962, 2005; THE ACTS

REGISTERED HEREIN ARE VALID AND ENFORCEABLE WITHIN FIVE DAYS

AFTER DATE OF REGISTRATION, PROVIDED THEY ARE NOT SUBJECTED TO

APPEAL FILED BEFORE THE GOVERNMENT VENUE.

GUSTAVO A. YEPEZ M.D.
Traductor e Intérprete Oficial
Resolución 264 de la Jurisdicción
1991

THE CERTIFICATE HEREIN DOES NOT CONSTITUTE A PERMIT OF
FUNCTIONING OF THE FIRM IN NO RESPECT.

THE SECRETARY OF THE CHAMBER OF COMMERCE

VALUE: \$ 3,200.00

**IN ACCORDANCE TO DECREE 2150 DATED 1995, AND THE
AUTHORIZATION GIVEN BY THE SUPERINTENDENCE OF INDUSTRY AND
COMMERCE, THROUGH NOTICE DATED NOVEMBER 18, 1996, THE
FACSIMILE SIGNATURE AFFIXED UNTO THIS DOCUMENT IS FULLY VALID
AND ENFORCEABLE FOR EVERY LEGAL PURPOSE.**

FACSIMILE SIGNATURE AFFIXED

SIGNATURE ILLEGIBLE

THE SUPERINTENDENCE OF INDUSTRY AND COMMERCE

SECRETARY GENERAL AD HOC

CERTIFIES:

AT THE FACSIMILE SIGNATURE STAMPS ON THIS DOCUMENT COINCIDES

WITH THE ONE KEPT ON FILE IN THIS OFFICE PERTAINING TO:

AMPARO STELLA ROZO CORTES

SIGNED:

JULIA BALAUSTRÉ PEREZ DATED NOVEMBER 19TH 2008.

GUSTAVO A. YEPEZ M.D.
Traductor e Intérprete Oficial
Resolución 264 M. Justicia
1991



01



FILE

SECRETARY OF STATE
DIVISION OF CORPORATION

CAMARA DE COMERCIO DE BOGOTA

SEDE CENTRO

2009 MAR 18 PM 3:45

14 DE NOVIEMBRE DE 2008

HORA 15:10:55

01C20111409008NEF0805

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 : FLORES MARNELL Y CIA LTDA COMERCIALIZADORA INTERNACIONAL C I Y PODRA UTILIZAR LA SIGLA FLORES MARNELL Y CIA LTDA C I

N.I.T. : 830085690-8

DOMICILIO : BOGOTA D.C.

CERTIFICA :

MATRICULA NO. 01082124

CERTIFICA :

CONSTITUCION : QUE POR ESCRITURA PUBLICA NO. 0000824 DE NOTARIA 12 DE BOGOTA D.C. DEL 9 DE MARZO DE 2001, INSCRITA EL 11 DE ABRIL DE 2001 BAJO EL NUMERO 00772740 DEL LIBRO IX, SE CONSTITUYO LA SOCIEDAD COMERCIAL DENOMINADA: FLORES MARNELL Y CIA LTDA COMERCIALIZADORA INTERNACIONAL C I

CERTIFICA :

QUE POR ESCRITURA PUBLICA NO. 0002088 DE NOTARIA 12 DE BOGOTA D.C. DEL 7 DE JUNIO DE 2002, INSCRITA EL 14 DE JUNIO DE 2002 BAJO EL NUMERO 00831227 DEL LIBRO IX, LA SOCIEDAD CAMBIO SU NOMBRE DE : FLORES MARNELL Y CIA LTDA COMERCIALIZADORA INTERNACIONAL C I POR EL DE : FLORES MARNELL Y CIA LTDA COMERCIALIZADORA INTERNACIONAL C I Y PODRA UTILIZAR LA SIGLA FLORES MARNELL Y CIA LTDA C I

CERTIFICA :

REFORMAS:

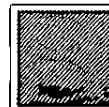
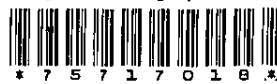
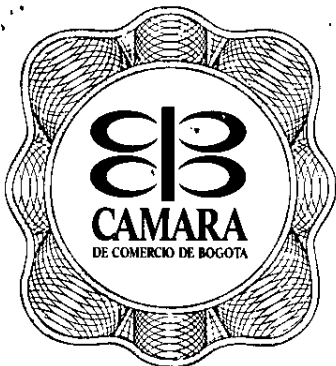
ESCRITURA	FECHA	NOTARIA	CIUDAD	INSCRIPCION	FECHA
0002088	2002/06/07	00012	BOGOTA D.C.	00831227	2002/06/14
0000237	2004/01/29	00012	BOGOTA D.C.	00925103	2004/03/16
0002448	2008/07/09	00012	BOGOTA D.C.	01233186	2008/08/05
0002448	2008/07/09	00012	BOGOTA D.C.	01233187	2008/08/05
0002448	2008/07/09	00012	BOGOTA D.C.	01233189	2008/08/05

CERTIFICA :

VIGENCIA: QUE LA SOCIEDAD NO SE HALLA DISUELTA. DURACION HASTA EL 9 DE MARZO DE 2021.

CERTIFICA :

OBJETO SOCIAL : EL OBJETO SOCIAL ES AGROPECUARIO, PUDIENDO EFECTUAR OPERACIONES DE COMERCIO EXTERIOR Y PARTICULARMENTE, ORIENTAR SUS ACTIVIDADES HACIA LA PROMOCION Y COMERCIALIZACION DE PRODUCTOS COLOMBIANOS EN LOS MERCADOS EXTERNOS, TALES COMO LA PRODUCCION, ADQUISICION O COMERCIALIZACION, DE PLANTAS FORESTALES, ORNAMENTALES, FRUTALES, VERDURAS O CUALQUIER OTRA CLASE DE PLANTAS, PRODUCCION, ADQUISICION O COMERCIALIZACION DE FERTILIZANTES O PLAGUICIDAS ; PRODUCCION, ADQUISICION O COMERCIALIZACION DE IMPLEMENTOS AGRICOLAS ; PRODUCCION,



CAMARA DE COMERCIO DE BOGOTA SECRETARY OF STATE
DIVISION OF CORPORATIONS

SEDE CENTRO

14 DE NOVIEMBRE DE 2008

2009 MAR 18 PM 3:45
HORA 15:10:56

01C20111409008NEF0805

HOJA : 002

INFORMES QUE LE SOLICITA, Y ANUALMENTE EL BALANCE GENERAL DE FIN DE EJERCICIO. G. PRESENTAR A LA APROBACION DE LA JUNTA DE SOCIOS EL PLAN GENERAL DE LA ORGANIZACION DE LA SOCIEDAD. H. HACER LLEVAR LOS LIBROS DE ACTAS Y VELAR POR QUE LA CONTABILIDAD SEA LLEVADA AL DIA CONFORME A LAS LEYES. I. TOMAR LAS MEDIDAS CONDUCENTES A LA CONSERVACION DE LOS BIENES SOCIALES, VIGILAR LA ACTIVIDAD DE LOS TRABAJADORES O IMPARTIRLES LAS ORDENES E INSTRUCCIONES QUE EXIJA LA BUENA MARCHA DE LA SOCIEDAD. J. CONVOCAR A LA JUNTA DE SOCIOS CUANDO LO CONSIDERE NECESARIO O CONVENIENTE Y MANTENER A ESTA INFORMADA DEL CURSO DE LOS NEGOCIOS SOCIALES. K. CUMPLIR LAS ORDENES E INSTRUCCIONES QUE LE IMPARTAN O DELEGUEN LA JUNTA DE SOCIOS. L. CUMPLIR O HACER QUE SE CUMPLA OPORTUNAMENTE TODOS LOS ACUERDOS Y EXIGENCIAS LEGALES QUE SE RELACIONEN CON LA EXISTENCIA Y FUNCIONAMIENTO DE LA SOCIEDAD.

CERTIFICA :

QUE POR DOCUMENTO PRIVADO DEL 15 DE MARZO DE 2004, INSCRITO EL 15 DE MARZO DE 2004 BAJO EL NO. 8832 DEL LIBRO V, MARTIN CEFERINO ROCHA ALGIER, IDENTIFICADO CON CEDULA DE CIUDADANIA NO. 79.368.582 DE BOGOTA EN SU CALIDAD DE REPRESENTANTE LEGAL DE LA SOCIEDAD DE LA REFERENCIA, POR MEDIO DEL PRESENTE DOCUMENTO, CONFIERE PODER ESPECIAL, AMPLIO Y SUFICIENTE AL DOCTOR FELIPE ARANGO PARDO, IDENTIFICADO CON CEDULA CIUDADANIA NO. 79. 240. 202 DE SUBA, PARA QUE EN SU CONDICION DE GERENTE DEL CULTIVO DE LA SOCIEDAD EN MENCIÓN, Y A PARTIR DE LA FECHA, CELEBRE Y EJECUTE LOS SIGUIENTES ACTOS Y CONTRATOS : PRIMERO : OTORGAR PODERES ESPECIALES A LOS ABOGADOS INTERNOS O EXTERNOS PARA REPRESENTAR JUDICIAL Y/O EXTRAJUDICIALMENTE A FLORES MARNELL Y CIA LTDA C.I., EN CUALQUIER CLASE DE PROCESO QUE ESTE ADELANTE O QUE SE ADELANTE EN SU CONTRA, ASI COMO RESPECTO DE CUALQUIER TRAMITE EXTRAJUDICIAL QUE SE SIGA ANTE CUALQUIER AUTORIDAD JUDICIAL O ADMINISTRATIVA. SEGUNDO : PARA QUE REVOQUE O SUSTITUYA LOS PODERES QUE SEAN OTORGADOS EN EJERCICIO DE LAS FACULTADES CONFERIDAS EN EL NUMERAL ANTERIOR. TERCERO : ASISTIR COMO REPRESENTANTE LEGAL DE FLORES MARNELL Y CIA LTDA C.I., A LAS DILIGENCIAS JUDICIALES A QUE ESTE SEA CITADO Y NOTIFICARSE DENTRO DE LOS PROCESOS JUDICIALES DONDE LA SOCIEDAD FLORES MARNELL Y CIA LTDA C.I. SEA PARTE DEMANDADA, DEMANDANTE O SEA CITADA COMO TERCERO, TENIENDO FACULTAD PARA CONFESAR. CATORCE (SIC) : CONCILIAR Y/O TRANSAR DENTRO DE LOS PROCESOS JUDICIALES, ADMINISTRATIVOS Y/O ACTUACIONES EXTRAJUDICIALES EN LOS CUALES FLORES MARNELL Y CIA LTDA C.I., SEA PARTE. QUINTO : INSTAURAR LA DENUNCIAS ANTE AUTORIDADES COMPETENTES, CUANDO SE VEAN AFECTADOS LOS INTERESES DE LA SOCIEDAD FLORES MARNELL Y CIA LTDA C.I. SEXTO : FIRMAR LOS CONTRATOS DE CESION DE DERECHOS LITIGIOSOS QUE CELEBRE FLORES MARNELL (SIC) Y CIA LTDA C. I. CON PERSONAS NATURALES O JURIDICAS. EL APODERADO FELIPE ARANGO PARDO, QUEDA