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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS
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**FOREIGN PROFIT/NONPROFIT CORPORATION
AGRO INDUSTRIAL FRUTA DE LA PASION CO.**

Certificate of Status	0
Certified Copy	1
Page Count	05
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January 27, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations

LAZARUS CORPORATE FILING SERVICE, INC.

SUBJECT: AGRO INDUSTRIAL FRUTA DE LA PASION CO.

REF: W10000004148

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

The jurisdiction under the laws of which the entity is incorporated or organized must be included in the document.

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Regulatory Specialist II

FAX Aud. #: H10000018070
Letter Number: 010A00002173

H10000018070

**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. Agro Industrial Fruta de la Pasion Co.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

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

2. ECUADOR 3. N/A
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. OCTOBER 16, 2009 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 906-H Merritt Drive Hillsborough, NJ 08844
(Principal office address)

906-H Merritt Drive Hillsborough, NJ 08844
(Current mailing address)

8. Business Banking
(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: Jose M. Aguilar

Office Address: 801 Brickell Key Blvd
Miami, Florida 33131
(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.

Jose M. Aguilar
(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

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

A. DIRECTORS

Chairman: Jose Miguel Aguilar
Address: 906-H Merritt Drive
Hillsborough, NJ 08844

Vice Chairman: _____
Address: _____

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

President: Jose Miguel Aguilar
Address: 906-H Merritt Drive
Hillsborough, NJ 08844

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. Jose Miguel Aguilar
(Signature of Director or Officer listed in number 12 of the application)

14. Jose Miguel Aguilar
(Typed or printed name and capacity of person signing application)

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REPÚBLICA DEL ECUADOR

SUPERINTENDENCIA DE COMPAÑÍAS
REGISTRO DE SOCIEDADES

CERTIFICADO DE CUMPLIMIENTO DE OBLIGACIONES Y EXISTENCIA LEGAL

No. 434075

DENOMINACIÓN DE LA COMPAÑÍA:
AGRO INDUSTRIAL FRUTA DE LA PASION C LTDA

NUMERO DE EXPEDIENTE: 28728 - 1983 RUC: 0706107001

DIRECCIÓN: KM 10 1/2 VIA DAULE Y VIA LOS VERGELES

CIUDAD: GUAYAQUIL

TEL: 091111057

CERTIFICO QUE LA COMPAÑIA ARRIBA CITADA, HA CUMPLIDO CON LAS DISPOSICIONES CONSTANTES EN LOS ARTICULOS 20 Y 449 DE LA LEY DE COMPAÑIAS VIGENTE.

LA COMPAÑIA TIENE ACTUAL EXISTENCIA JURIDICA Y SU PLAZO DE VIGENCIA TERMINA EL: 18/02/2033

CERTIFICACION VALIDA HASTA EL: 31/12/2009

CAPITAL SOCIAL: USD 40.000.000

POR LA SUPERINTENDENCIA DE COMPAÑIAS



FECHA DE EMISION: 16/10/2009 09:29:17

Sr. Carmen Molina Borge
Delegada del Secretario General

ADVERTENCIA: CUALQUIER ALTERACION AL TEXTO DEL PRESENTE DOCUMENTO, COMO SUPRESIONES, ANADIDURAS, ABREVIATURAS, RECTIFICACIONES, TESTADURAS, ETC. LO INVALIDAN.

carmenmg

Ecuador Republic
Company of Superintendence

Certificate accomplishment of obligations and legal existence.

No. 434975

Company denomination:
Agro industrial fruta de la passion C LTDA

File number : 25725 - 1983 EIN: 0990618402001

Address: Km 10 ½ via Daule y via los vergeles

City: Guayaquil Telephone: 2111057

Above Company has satisfied with the dispositions on the article 20 & 449 of the active companies.

The company has current existence and expiration date 02/18/2033

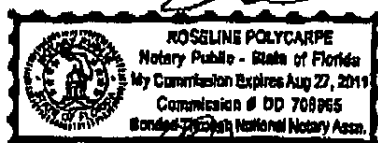
Net Asset worth: USD \$ 50,000,000

Superintendent of companies

Ms. Carmen Molina Borja
General Secretary

Issue date: 10/16/2009 09:29:27

Document translation by Jerry Ruiz



Roseline Polycarpe 1/26/2010 01/27/2011