

F98000004624
Law Office
ALEJANDRO A. ZAMORA, ESQ.

JURIS DOCTOR
MEMBER OF THE
FLORIDA BAR

1298 N.W. 10TH AVENUE
MIAMI, FLORIDA 33136
(305) 324-4512
FAX (305) 326-1609

August 4, 1998

Secretary of State
Division of Corporations
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

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-08/10/98--01084--010
*****78.75 *****78.75

Re: Articles of Incorporation for FRUTICO DE GUATEMALA, S.A.

Dear Sirs/Madams:

Please find enclosed in reference to the above captioned matter, original Application by Foreign Corporation For Authorization To Transact Business In Florida, Corporate Business Registry evidencing its corporate existence, and translation of the registry under oath of the translator, along with copies, check in the amount of \$78.75 and stamped self-addressed envelope. Please file and record original Application of Foreign Corporation For Authorization to Transact Business in Florida, certify copies of said Applications and return to the undersigned in the provided envelope promptly with a certificate of status.

If you need any additional information, please do not hesitate to contact us so that we may provide you with the same. I look forward to your prompt response and receipt of the certified copies of the Application and certificate of status.

Thank you for your anticipated cooperation. I remain,

Very truly yours,


Alejandro A. Zamora
/mf:f2.frutico.sos

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

No translation
for name per A.Z.

**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. FRUTICO DE GUATEMALA, S.A.
(Name of corporation: the word "INCORPORATED," "COMPANY" or words or abbreviations of like import language, will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. GUATEMALA
(State or country under the law of which it is incorporated)
3. August 18, 1994
(Date of corporation)
4. Indefinite
(Duration)
5. pending
(Federal Employer Identification Number, if applicable)
6. May 12, 1995 (FRESH QUEST PRODUCE)
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 7a. Calle "A" 3-25, Zona 10, Guatemala City, Guatemala
(Current mailing address)
8. Fruit Exports from Central America to Florida. Sales of such fruit in Florida
(Corporate purpose and nature of business in which it is engaged in Florida)
9. NAMES AND ADDRESSES OF OFFICERS AND/OR DIRECTORS:

A. DIRECTORS

Chairman:	<u>ING. Jorge Roberto Arriaza Migoya</u>
Address:	<u>7a. Calle "A" 3-25 Zona 10, Guatemala City, Guatemala</u>
Vice Chairman:	<u>ING. Christian Alexander Enrique Rasch Töpke</u>
Address:	<u>Via 4, 5-52, Zona 4, Guatemala City, Guatemala</u>
Director:	<u>ING. Juan Olaf Rasch Töpke</u>
Address:	<u>Via 4, 5-25, Zona 4, Guatemala City, Guatemala</u>

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B. OFFICERS

President: Oscar Enrique Gordillo Figueroa
Address: 7a. Calle "A" 3-25, Zona 10, Guatemala City, Guatemala

Vice President: Anthony Dorey
Address: 7a. Calle "A" 3-25, Zona 10, Guatemala City, Guatemala

Secretary: Jose Julian Giron Duran
Address: 7a. Calle "A" 3-25, Zona 10, Guatemala City, Guatemala

Treasurer: Myrna Chivichon Nuñez
Address: 7a. Calle "A" 3-25, Zona 10, Guatemala City, Guatemala

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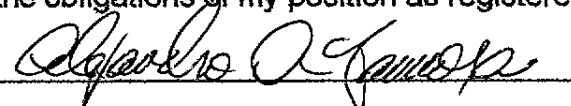
(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida Registered Agent:

Name: Alejandro A. Zamora, Esq.
Office Address: 1298 Northwest Tenth Avenue
Miami, Florida 33168

11. 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: 

12. 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.

13. 
(Signature of Chairman, Vice President, or any officer listed in number 9 of the application.)

14. ING. Jorge Roberto Arraiza Migoya- Chairman
(Name and capacity of person signing application)

REGISTRO MERCANTIL

MINISTERIO DE ECONOMÍA
Guatemala, C. A.

RECEIVED
CORPORATIONS
JAN 11 1995

RECEIVED
Luis de Aguiar

Maria Vazquez

1 EL INFRANSCRITO REGISTRADOR MERCANTIL GENERAL DE LA REPUBLICA: CERTIFICA:--
2 HABER TENIDO A LA VISTA EL LIBRO NO. 110 DE SOCIEDADES MERCANTILES, REGISTRO
3 28547, FOLIO 277, QUE LITERALMENTE DICE: CON BASE EN EL TESTIMONIO DE LA -
4 ESCRITURA NO. 121, AUTORIZADA EN LA CIUDAD DE GUATEMALA EL DIA 18 DE AGOSTO
5 DE 1994, POR EL NOTARIO LUIS ALFREDO BARRERA CARRILLO PRESENTADO A ESTE RE-
6 GISTRO EL 19 DE SEPTIEMBRE DE 1994 A LAS 10:00 HORAS SE INSCRIBE PROVISIO-
7 NALMENTE LA SOCIEDAD DENOMINADA: FRUTICO DE GUATEMALA, SOCIEDAD ANONIMA. DO
8 MICILIO. DEPARTAMENTO DE GUATEMALA. SEDE: VIA 4, 5-52 ZONA 4. OBJETO: LA EX
9 PLOTACION DE EMPRESAS AGROPECUARIAS Y FINECANTISTICAS, LA PRODUCCION, COM-
10 PRA-VENTA, NEGOCIACION DE PRODUCTOS AGROPECUARIOS, SU TRANSFORMACION, ELA-
11 BORACION, BENEFICIO, COMERCIALIZACION, DISTRIBUCION Y UTILIZACION DE TODA
12 FORMA. Y OTROS QUE CONSTAN EN LA ESCRITURA SOCIAL. PLAZO: INDEFINIDO. CAPI-
13 TAL SOCIAL: AUTORIZADO Q1,000,000.00. SUSCRITO Q10,000.00. PAGADO 10,000.00
14 REPRESENTADO POR 1,000 ACCIONES DE Q1,000.00 CADA UNA. ORGANISMO DE ADMINISTRA-
15 CION CONSEJO DE ADMINISTRACION: REPRESENTACION LEGAL: GERENTE GENERAL. OR-
16 GANO DE VIGILANCIA AUDITOR: EXTERNO. EXPEDIENTE NO: 2129-94. GUATEMALA, 24
17 DE ENERO DE 1995. APARECE FIRMA ILEGIBLE Y SELLO REGISTRO MERCANTIL. - EN
18 ESTA FECHA SE INSCRIBE DEFINITIVAMENTE LA SOCIEDAD FRUTICO DE GUATEMALA -
19 SOCIEDAD ANONIMA, SUYOS EFECTOS SE RETROTRAEN A LA FECHA DE LA INSCRIPCION -
20 PROVISIONAL. ARTOS. 14 Y 343 DEL DTO. 2-70 DEL CONGRESO. GUATEMALA 24 DE -
21 ENERO DE 1995. APARECE FIRMA ILEGIBLE Y SELLO REGISTRO MERCANTIL. - MODI-
22 FICACION NO. 1 CON BASE EN EL TESTIMONIO DE LA ESCRITURA NO. 31 AUTORIZADA
23 EN ESTA CIUDAD EL 12 DE MAYO DE 1996 POR EL NOTARIO LUIS ALFREDO BARRERA -
24 CASTILLO SE INSCRIBE PROVISIONALMENTE LA MODIFICACION NO. DE LA SOCIEDAD -
25 DENOMINADA: FRUTICO DE GUATEMALA, SOCIEDAD ANONIMA. EN VIRTUD DE LO SIGUIEN



FERNANDO AMENABAR PERDOMO
ABOGADO Y NOTARIO

TE: LA SOCIEDAD EN RELACION CAMBIO DE DENOMINACION A ROYAL FRUIT Y COMPAÑIA
SOCIEDAD ANONIMA, QUE PODRA ABREVIARSE ROYA FRUIT Y CIA, S.A. NOMBRE COMER-
CIAL FRUTYCO B)AMPLIA EL CAPITAL AUTORIZADO DE LA SOCIEDAD QUE ORIGINAL--
MENTE ERA DE Q1,900,000.00 ADICIONALES POR LO QUE QUEDA LA SOCIEDAD, CON
UN CAPITAL AUTORIZADO DE Q200,000.00 REPRESENTADO, Y DISTRIBUIDO POR ---
1,000 ACCIONES NOMINATIVAS DE Q2,000.00 ART 341 DEL DTO. 2-70 DEL CONGRESO
GUATEMALA 13 DE MAYO DE 1996. EXP. 21267-94. APARECE FIRMA ILEGIBLE Y SE-
LLO REGISTRO MERCANTIL. - RESCISION:CON BASE EN EL TESTIMONIO DE LA ESCRITU-
RA NO. 61 AUTORIZADA EN LA CIUDAD DE GUATEMALA, EL 21 DE NOVIEMBRE DE 1997
POR EL NOTARIO MONIA ALBIZUREZ GIL, SE INSCRIBE PROVISIONALMENTE LA MODIFI-
CACION NO. 2 DE LA RESCISION PARCIAL DE LA ESCRITURA NO. 31 AUTORIZADA EL
12 DE MARZO DE 1996, POR EL NOTARIO LUIS ALFREDO BARRERA CASTILLOE INSCRITA
EN LA COLUMNA DE MODIFICACION AL NO. 1 CON FECHA 13 DE MAYO DE 1996, EN VIR-
TUD DE QUE SE RESCINDE PARCIALMENTE LO MODIFICADO EN CUANTO A LA DENOMINA-
CION SOCIAL Y NOMBRE COMERCIAL, CONSECUENTEMENTE LA DENOMINACION VUELVE-
A SER FRUTICO DE GUATEMALA, SOCIEDAD ANONIMA DE NOMBRE COMERCIAL FRUTICO-
DE GUATEMALA. ARTO 341 DEL DTO. 2-70 DEL CONGRESO. GUATEMALA 15 DE DICIEM-
BRE DE 1997. EXPEDIENTE NO. 21267-97. APARECE FIRMA Y SELLO REGISTRO MERCAN-
TIL. Y PARA LOS USOS LEGALES QUE AL INTERESADO CONVEGAN EXTIENDO FIRMO Y-
SELLO LAPRESENTE CERTIFICACION EN UNA HOJA DE PAPEL ESPAÑOL. GUATEMALA DOS
DE JULIO DE MIL NOVECIENTOS NOVENTA Y OCHO.

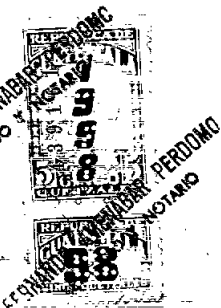
LIC. LEONEL ENRIQUE CHINCHILLA RECINOS
REGISTRADOR MERCANTIL GENERAL
DE LA REPUBLICA DE GUATEMALA

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 10 PM 1:05

En la ciudad de Guatemala, el seis de Julio de mil novecientos noventa y ocho, Yo, EDGAR FERNANDO AMENABAR PERDOMO, Notario, doy fe de que las fotocopias que anteceden son AUTENTICAS, por haber sido tomadas y reveladas a mi presencia de su propio original con el cual concuerdan fiel y exactamente, las que reproducen la CERTIFICACION extendida por el REGISTRADOR MERCANTIL GENERAL DE LA REPUBLICA DE GUATEMALA con fecha dos de Julio de mil novecientos noventa y ocho, certificación en la cual consta la inscripción provisional y definitiva de la sociedad denominada "FRUTICO DE GUATEMALA, SOCIEDAD ANONIMA", y constan en una hoja de papel bond, la que firmo y sello en señal de autenticidad.
DOY FE.

Por Mi y Ante Mi:

[Signature]
FERNANDO AMENABAR PERDOMO
ABOGADO Y NOTARIO



REPUBLIC OF GUATEMALA
CITY AND DEPARTMENT OF GUATEMALA
EMBASSY OF THE UNITED STATES
OF AMERICA

SS:

I JILL A. SYKES

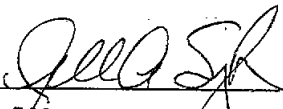
Consul of the United States of America
at Guatemala, Guatemala duly commissioned
and qualified, do hereby certify that

FERNANDO AMENABAR PERDOMO

whose true signature and official seal
are, respectively, subscribed and affixed
to the foregoing (annexed) certificate
(document) was on the 6TH
day of JULY 19 98 date
thereof, LAWYER AND NOTARY PUBLIC

duly commissioned and qualified, to whose
official acts, faith and credit are due.

IN WITNESS WHEREOF I HAVE HEREUNTO set my
hand and affixed the seal of the Consular
Service of the United States of America at
Guatemala, Guatemala, this day of JUL 17 1998


JILL A. SYKES
VICE-CONSUL OF THE UNITED STATES

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DIVISION OF CORPORATIONS
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REPUBLIC OF GUATEMALA
DEPARTMENT OF GUATEMALA
CITY OF GUATEMALA

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DIVISION OF CORPORATIONS
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I, ANA MARIA BERGER, a certified Public Translator, in accordance with the laws of the Republic of Guatemala, do hereby CERTIFY: that I have seen the CERTIFICATION issued by the CORPORATE BUSINESS REGISTRY, written in Spanish which, translated into English to the best of my knowledge and ability, reads as follows:

**"CORPORATE BUSINESS REGISTRY
Department of Economic Affairs
Guatemala, C. A.**

I, THE GENERAL CORPORATE BUSINESS REGISTRAR OF GUATEMALA, do hereby CERTIFY:

that I have seen book No. 110 of Corporations, record No. 28547, page 277, which literally reads:

Based upon the official copy of indenture No. 121, authorized in the City of Guatemala, the 18th day of August 1994 by Luis Alfredo BARRERA-CARRILLO, a Notary, filed herewith September 19, 1994 at 10:00 hours, FRUTICO DE GUATEMALA, SOCIEDAD ANONIMA is registered on an interim basis.

Principal place of business: Department of Guatemala

Head office: Via 4, 5-52 zona 4

Object: Exploitation of agricultural and livestock companies and rural property, and the production, purchase and sale, agricultural and livestock dealings, and the transformation thereof; manufacture, benefit, marketing, distribution, and utilization in any manner, and other provided for in the articles of incorporation.

Term: Indefinite


ANA MARIA BERGER
TRADUCTOR JURADO
GUATEMALA, C. A.

Capital stock
Authorized Q.1,000,000.00
Subscribed Q.10,000.00
Paid-in Q.10,000.00
represented by 1,000 shares of Q.100.00 per share

Directing authority Board of directors
Legal representation General Manager
Auditing authority Independent auditors
Case No. 21267-94

Guatemala, January 24, 1995

There appears the signature and seal of the Business Registry.

This corporation is finally registered herewith, and effective from the date of its interim registration.

Articles 14 and 343, Decree 2-70 of Congress

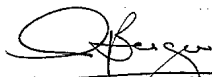
Guatemala, January 24, 1995

There appears an illegible signature and the seal of the Business Registry.

AMENDMENTS

AMENDMENT NO. 1 Based upon the official copy of public instrument No. 31 authorized in the City of Guatemala, May 12, 1996 by Luis Alfredo BARRERA-CASTILLO, a Notary, an amendment to FRUTICO DE GUATEMALA, SOCIEDAD ANONIMA is hereby registered in the amendments column by virtue of the following:

- a) The corporation changed its name to **ROYAL FRUIT Y COMPAÑIA SOCIEDAD ANONIMA**, which may be abbreviated **ROYAL FRUIT Y CIA., S. A.**, and its trade name shall be **FRUTYCO**.
- b) it increases the authorized capital stock of the corporation which originally was Q.1,900,000.00 more, therefore, the authorized capital stock of the corporation shall be Q.200,000.00, represented by and divided into 1,000 par value


ANA MARIA BERGER
TRADUCTOR JURADO
GUATEMALA, C. A.

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DIVISION OF CORPORATIONS
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Guatemala, May 13, 1996
Case No. 21267-94

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DIVISION OF CORPORATIONS
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There appears an illegible signature and the seal of the Business Registry

RESCISSION

Based upon the official copy of indenture No. 61 authorized in the City of Guatemala, November 21, 1997 by Monia Albizurez-Gil, a Notary, Amendment No. 2 is hereby registered on an interim basis, of the partial rescission of indenture No. 31 authorized March 12, 1996 by Luis Alfredo BARRERA-CASTILLO, a Notary, an amendment to FRUTICO DE GUATEMALA, SOCIEDAD ANONIMA is hereby registered in the amendments column to amendment No. 1 of May 13, 1996, by virtue of the partial rescission of the amendment regarding the name and trade name; therefore, the name becomes FRUTICO DE GUATEMALA, SOCIEDAD ANONIMA, and its trade name FRUTICO DE GUATEMALA.

Article 341, Decree 2-70 of Congress.

Guatemala, December 15, 1997
Case No. 21267-94

There appears an illegible signature and the seal of the Business Registry

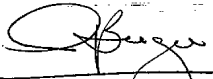
And for the legal uses the interested party may deem convenient, I have hereunto issued, set my hand and seal.

Guatemala, July 2, 1998.

(signed): illegible
Lic. Leonel Enrique CHINCHILLA-RECINOS
General Corporate Business Registrar of Guatemala - Deputy

◆◆◆◆◆◆◆◆

At the City of Guatemala, this 6th day of July 1998, I, Edgar Fernando AMENABAR-PERDOMO, a Notary, do hereby certify that the above photocopies are genuine, as the same were taken and developed before me from the original, and are a true and genuine copy thereof, which reproduce the certificate issued by the General Corporate Business Registry of Guatemala, the 2nd day of July 1998. Such certificate records the interim and final registration of 'FRUTICO DE


ANA MARIA BERGER
TRADUCTOR JURADO
GUATEMALA, C. A.

hereunto set my hand and seal for genuineness purposes.

BY ME AND BEFORE ME:

(illegible signature)

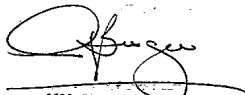
(seal):

Fernando AMENABAR-PERDOMO
Attorney at Law and Notary."

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 10 PM 1:06



UPON REQUEST OF THE INTERESTED PARTY, I have issued this certified
translation and have hereunto set my hand and seal on four pages, at the City of
Guatemala, this twenty-third day of July nineteen hundred and ninety-eight.



ANA MARIA BERGER
TRADUCTOR JURADO
GUATEMALA, C. A.

