

F99000005880

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: PAN PA ' YA , LTDA.
(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: 600002991446--6

Jesus Sanchelima , Esq.

(Name of Person)

Sanchelima & Associates

(Firm/Company)

235 S.W Le Jeune

(Address)

Miami FL 33134

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Jesus Sanchelima

(Name of Person)

at (305) 447-1617

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien 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

W99-22001

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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15 pgs

SANCHELIMA & ASSOCIATES, P.

PATENTS, TRADEMARKS & COPYRIGHTS

J. Sanchelima, REG. PAT. ATTY.

September 10, 1999

Attorneys At Law

235 S.W. LE JEUNE ROAD
MIAMI, FL 33134-1762
(305) 447-1617
FAX: (305) 445-8484

Secretary of State
Qualification/Tax Lien Section
Division of Corporations
P.O.Box 6327
Tallahassee, Florida 32314

**RE: Pan Pa' Ya LTDA.
Domestication of Foreign Corporation
Our file No. 19517**

Dear Sir/Madam:

Enclosed please find the application by foreign corporation for authorization to transact business in Florida, for the above referenced entity, along with our check to cover the pertinent filing fees.

If you have any questions or comments in regard to this matter, please do not hesitate to contact us.

Very truly yours,

SANCHELIMA & ASSOCIATES, P.A.


Jesus Sanchelima, Esq.

JS/gc

Enclosures: application, check and card.

SANCHELIMA & ASSOCIATES, P.A.

PATENTS, TRADEMARKS & COPYRIGHTS

J. Sanchelima, REG. PAT. ATTY.

November 9, 1999

Attorneys At Law

235 S.W. LE JEUNE ROAD
MIAMI, FL 33134-1762

(305) 447-1617

FAX: (305) 445-8484

Secretary of State
Qualification/Tax Lien Section
Division of Corporations
P.O.Box 6327
Tallahassee, Florida 32314

RE: **Pan Pa' Ya LTDA.**
Domestication of Foreign Corporation
Our file No. 19517

Dear Sir/Madam:

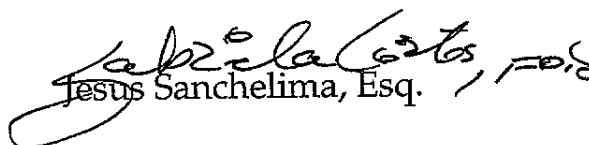
Enclosed please find the revised application by foreign corporation for authorization to transact business in Florida, for the above referenced entity.

Pan Pa'Ya, Inc. amended their corporate name to Pan Pa 'Ya of USA, Inc., therefore, our client's application for domestication is now acceptable. For your records, we are enclosing copy of the Articles of Amendment of Articles of Incorporation for Pan Pa' Ya, Inc. that were recently filed.

If you have any questions or comments in regard to this matter, please do not hesitate to contact us.

Very truly yours,

SANCHELIMA & ASSOCIATES, P.A.


Jesus Sanchelima, Esq.

JS/gc

Enclosures: revised application, articles of amendment, and card.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 23, 1999

JESUS SANCHELIMA, ESQ.
SANCHELIMA & ASSOCIATES
235 S.W. LE JEUNE
MIAMI, FL 33134

SUBJECT: PAN PA'YA LTDA
Ref. Number: W99000022001

We have received your document for PAN PA'YA LTDA and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return 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) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 799A00046649

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

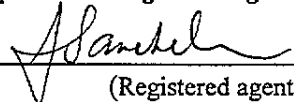
*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. PAN PA T YA , INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as 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. Colombia 3. 08605342213
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 23, 1986 5. October 15, 2016
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 235 S.W. Le Jeune Rd
Miami, Florida 33134
(Current mailing address)
8. Conduct business in sales and distributorship in the field of bakeries
(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 or Mail Drop Box NOT acceptable)
Name: Jesus Sanchelima, Esq.
Office Address: 235 S.W Le Jeune Road
Miami, Florida, 33134
(Zip code)

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TALLAHASSEE FLORIDA

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.

x 
(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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Cortes Ruiz, Fabio Mauricio

Address: Carrera 52 No. 127-A-06

Bogota, Colombia

Vice Chairman: Estrada Restrepo, Bernardo

Address: Carrera 52 No. 127-A-06

Bogota, Colombia

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Fabio Mauricio Cortes Ruiz

Address: Carrera 52 No. 127-A-06

Bogota, Colombia

Vice President: Bernardo Estrada Restrepo

Address: Carrera 52 No. 127-A-06

Bogota, Colombia

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. ☒ Mauricio Cortes Ruiz

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Fabio Mauricio Cortes Ruiz - Chairman and President

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

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TALLAHASSEE FLORIDA

EMBASSY OF THE
UNITED STATES OF AMERICA

GENERAL AUTHENTICATION CERTIFICATE

Republic of Colombia)
Capital District)
City of Santa Fe de Bogota)
Embassy of the)
United States of America)

SS:

I certify that the official named below, whose true signature and official seal are, respectively, subscribed and affixed to the annexed document, was on this day, empowered to act in the official capacity designated in the annexed document, to which faith and credit are due.

For the contents of the annexed document,
I assume no responsibility

BLANCA INES ACOSTA DE GARCIA

(Name of Officials)

David Buenteello

(Signature of Consular Officer)

DAVID BUENTELLO

(Typed name of Consular Officer)

CONSUL

(Title of Consular Officer)

MAY 10, 1999

(Date)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

SICION DE ACCIONES, CUOTAS O PARTES DE INTERES SOCIAL. E - CELE -
BRAR TODOS LOS ACTOS Y CONTRATOS CIVILES Y COMERCIALES PREPARATO-
RIOS O ACCESORIOS DE LOS ANTERIORES, RELACIONADOS CON LA EXISTEN-
CIA Y FUNCIONAMIENTO DE LA SOCIEDAD, SIENDO POR TANTO ENTENDIDO -
QUE LA ANTERIOR ENUNCIACION NO TIENE UN CARACTER LIMITADO.

CERTIFICA :

CAPITAL Y SOCIOS : \$ 250,000,000.000000 DIVIDIDO EN 250,000,000.00
CUOTAS CON VALOR NOMINAL DE \$ 1.000000 CADA UNA, DISTRIBUIDO ASI :
- SOCIOS CAPITALISTA(S)

ESTRADA RESTREPO BERNARDO C.C. 00019213266

NO. CUOTAS: 8,425,000.00 VALOR:\$8,425,000.00

CORTES VILLAMIZAR EDGAR HERNAN C.C. 00019384278

NO. CUOTAS: 21,025,000.00 VALOR:\$21,025,000.00

FIGUEROA QUEVEDO MIGUEL ANGEL C.C. 00019408909

NO. CUOTAS: 15,800,000.00 VALOR:\$15,800,000.00

ESTRADA RESTREPO PEDRO FELIPE C.C. 00019411184

NO. CUOTAS: 49,050,000.00 VALOR:\$49,050,000.00

GONZALEZ PEDRO ANTONIO C.C. 00019450073

NO. CUOTAS: 1,225,000.00 VALOR:\$1,225,000.00

CORTES RUIZ FABIO MAURICIO C.C. 00079148337

NO. CUOTAS: 49,125,000.00 VALOR:\$49,125,000.00

CORTES RUIZ JORGE RICARDO C.C. 00079157554

NO. CUOTAS: 36,950,000.00 VALOR:\$36,950,000.00

JAIMES DE LEON CARLOS C.C. 00079231106

NO. CUOTAS: 7,100,000.00 VALOR:\$7,100,000.00

COLOMBIANA DE INVERSIONES ESTRATEGICAS LTDA N.I.T. 08000695215

COLINVESTRA LTDA

NO. CUOTAS: 61,300,000.00 VALOR:\$61,300,000.00

TOTALES

NO. CUOTAS: 250,000,000.00 VALOR:\$250,000,000.00000

CERTIFICA :

REPRESENTACION LEGAL: LOS REPRESENTANTES LEGALES SON: EL GERENTE
Y EL SUPLENTE.

CERTIFICA :

** NOMBRAMIENTOS : **

QUE POR ACTA NO. 0000002 DEL 08 DE FEBRERO DE 1994, INSCRITA EL
14 DE OCTUBRE DE 1994 BAJO EL NUMERO 00466874 DEL LIBRO IX,
FUE(ON) NOMBRADO(S):

NOMBRE

IDENTIFICACION

GERENTE

CORTES RUIZ FABIO MAURICIO

C.C.00079148337

QUE POR ACTA NO. 0000010 DE JUNTA DE SOCIOS DEL 29 DE MARZO DE
1995, INSCRITA EL 27 DE ABRIL DE 1995 BAJO EL NUMERO 00490222
DEL LIBRO IX, FUE(ON) NOMBRADO(S):

NOMBRE

IDENTIFICACION

SUPLENTE DEL GERENTE

ESTRADA RESTREPO BERNARDO

C.C.00019213266

CERTIFICA :

FACULTADES DEL REPRESENTANTE LEGAL: LOS GERENTES, YA SEA EN FORMA
CONJUNTA O SEPARADAMENTE, TIENEN PLENAS Y COMPLETAS FACULTADES PA
RA OBLIGAR A LA COMPAÑIA EN TODA CLASE DE ACTOS Y CONTRATOS TEN
DIENTES AL DESARROLLO DEL OBJETO CON LAS LIMITACIONES QUE LES IM
PONEN LOS ESTATUTOS Y LAS NORMAS LEGALES.- EN CONSECUENCIA, PODRAN
REPRESENTAR A LA SOCIEDAD ANTE LAS RAMAS JUDICIAL, EJECUTIVA Y LE
GISLATIVA DEL PODER PUBLICO, ADQUIRIR Y ENAJENAR BIENES MUEBLES O
INMUEBLES, PIGNORAR LOS MUEBLES E HIPOTECAR LOS INMUEBLES Y LIM
ITAR EL DOMINIO DE ELLOS, CELEBRAR EL CONTRATO DE CUENTA CORRIENTE

FILED



C.C.B.



CAMARA DE COMERCIO DE BOGOTA

SEDE CENTRO

17 DE MARZO DE 1999 HORA 16:51:51

01C21031723299PJM0216 HOJA : 002

BANCARIA; DAR Y RECIBIR DINERO EN MUTUO; CREAR, EMITIR, GIRAR, TENER, ACEPTAR, ENDOSAR, PAGAR, PROTESTAR Y DESCARGAR CHEQUES, LETRAS DE CAMBIO, PAGARES Y TODA CLASE DE INSTRUMENTOS NEGOCIABLES Y/O TITULOS VALORES, EN FIN, LOS GERENTES, CONJUNTA O SEPARADAMENTE, PODRAN CELEBRAR TODOS LOS ACTOS Y CONTRATOS QUE CONSTITUYEN EL OBJETO SOCIAL, SIN PERJUICIO DEL CUMPLIMIENTO DE LOS REQUISITOS PREVISTOS EN LOS ESTATUTOS Y ESPECIALMENTE SOMETIENDOSE LAS INSTRUCCIONES DE LA JUNTA DE SOCIOS.- EL REPRESENTANTE LEGAL, ESTA AUTORIZADO PARA CONTRAER OBLIGACIONES CON TERCEROS HASTA LA SUMA DE CINCUENTA (50) SALARIOS MINIMOS LEGALES VIGENTES; A PARTIR DE DICHA SUMA REQUERIRA AUTORIZACION DE LA JUNTA DE SOCIOS. LOS GERENTES REQUERIRAN AUTORIZACION DE LA JUNTA DE SOCIOS PARA ADQUIRIR, VENDER, HIPOTECAR O LIMITAR EL DOMINIO DE LOS BIENES INMUEBLES EN CUALQUIER FORMA Y PARA PIGNORAR LOS BIENES MUEBLES, SEA CUAL SEA LA CUANTIA DE LA OPERACION Y PARA ENAJENAR O LIMITAR EL DOMINIO DEL ESTABLECIMIENTO DE COMERCIO DE QUE ES PROPIETARIA LA SOCIEDAD.-

CERTIFICA :

** REVISOR FISCAL: **

QUE POR ACTA NO. 0000004 DEL 12 DE ENERO DE 1994 , INSCRITA EL 20 DE OCTUBRE DE 1994 BAJO EL NUMERO 00467254 DEL LIBRO IX , FUE (RON) NOMBRADO(S) :

NOMBRE	IDENTIFICACION
REVISOR FISCAL	
NEYTHA ROSERO JAIRO ALFONSO	C.C.00019199629

CERTIFICA :

DIRECCION DE NOTIFICACION JUDICIAL : CRA 52 NO. 127A-06
MUNICIPIO : SANTA FE DE BOGOTA D.C.

CERTIFICA :

QUE NO FIGURAN INSCRIPCIONES ANTERIORES A LA FECHA DEL PRESENTE CERTIFICADO, QUE MODIFIQUEN TOTAL O PARCIALMENTE SU CONTENIDO

LOS ACTOS DE REGISTRO AQUI CERTIFICADOS QUEDAN EN FIRME CINCO (5) DIAS HABILES DESPUES DE LA FECHA DE INSCRIPCION, SIEMPRE QUE NO SEAN OBJETO DE RECURSOS EN LA VIA GUBERNATIVA.

EL SECRETARIO GENERAL
EL SECRETARIO DE LA CAMARA DE COMERCIO,

VALOR : \$ 2,000.00

DE CONFORMIDAD CON EL DECRETO 2150 DE 1995 Y LA AUTORIZACION IMPARTIDA POR LA SUPERINTENDENCIA DE INDUSTRIA Y COMERCIO, MEDIANTE EL OFICIO DEL 18 DE NOVIEMBRE DE 1996, LA FIRMA MECANICA QUE APARECE A CONTINUACION TIENE PLENA VALIDEZ PARA TODOS LOS EFECTOS LEGALES.

CLEMENCIA MUÑOZ GÓMEZ

MONICA MURCIA PAEZ

25 MAR 1999

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99 NOV 15 PM 8:03
SECRETARIA GENERAL
CALLE 14 N. 100-100

MINISTERIO DE RELACIONES
EXTERIORES

245315 Mexica Mucna

NO SE ASUME
RESPONSABILIDAD DEL TEXTO

99 APR 27 AM 11:29

DEFE DE LEGALIZACIONES
SANTAFÉ DE BOGOTÁ

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TALLAHASSEE FLORIDA

REPRESO POR LICOS S.A. KIT. 260.001.498-9 @ - 23/02/1909

Chamber of Commerce of Bogota

Center Agency

March 17, 1999

TIME: 4:51 PM

01C21031723299PJM0216

PAGE: 001

Certificate of Legal Existence and Documents filing.

The chamber of commerce of Bogota, based on the records of the commercial records of said chamber,

CERTIFIES:

NAME: Pan Pa'Ya, LTDA

N.I.T: 08605342213

DOMICILED: Santa Fe de Bogota, D.C.

CERTIFIES:

FILE NO.: 00275702

CERTIFIES:

Constitution: public record no. 6978, 9th Notary of Bogota, on October 15, 1986, filed on October 23, 1989, under number 199.489 of the IX book, the Commercial entity named: PAN PA'YA, LTDA.

Duration: the society is not dissolved and is in force until October 15, 2016.

CERTIFIES:

Social Objective: manufacture, sale, distribute all the products related directly or indirectly with the flour industry, breeding and dairy, in all the forms and fields, such as bakeries, bread distributors and dairy, as well as general groceries; represent and assist national or foreign firms with this same social objective; manufacture, sale or import machinery and equipment for the manufacture of bread and for the flour industry. In view

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TALLAHASSEE FLORIDA

of the aforesaid, the society is allowed to: acquire, take, record, administrate, give and take a lease of any kind of furniture or rental spaces; B- give and receive money, acquire, take, endorse, cancel and withdraw checks, promissory notes, letters, and titles; C - celebrate with other entities all kind of acts and contracts that are related to the social objectives; and D - belong to other societies with a similar social objective.

CERTIFIES:

Stockholders and Capital of the corporation- 250,000.000,00 divided in nominal stock, with a par value of \$ 1,000.00 each one and distributed as follows:

Estrada Restrepo Bernardo C.C. 00019213266	8,425,000.00
Cortes Villamizar Edgar Hernan C.C. 00019384278	21,025,000.00
Figueroa Quevedo, Miguel Angel C.C. 00019408909	15,800,00.000
Estrada Restrepo, Pedro Felipe C.C. 000194111184	49,050,000.00
Gonzalez, Pedro Antonio C.C. 00019450073	1,225,000.00
Cortes Ruiz, Fabio Mauricio C.C. 00079148337	49,125,000.00
Cortes Ruiz, Jorge Ricardo C.C. 00079157554	36,950,000.00
Jaimes de Leon , Carlos C.C. 00079231106	7,100,000.00
Colombiana de Inversiones Estrategicas, LTDA	61,300.000,00

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TALLAHASSEE FLORIDA

C.C. 08000695215

TOTAL: 250,000,000,00

CERTIFIES:

Legal representatives are the Manager and the Designated Manager.

CERTIFIES:

That Mr. Fabio Mauricio Cortes Ruiz was named Manager and Bernardo Estrada Restrepo was named Designated Manager.

CERTIFIES:

That the managers may bound the corporation to any contracts and agreements entered into, wither jointly or individually. They have all the faculties to bound the company in all kinds of acts and contracts that will enable the development of the social objective with the limitations that are imposed the statutes and the law. Therefore, they can represent the corporation in the judicial branch, executive branch, and legislative branch of the government; acquire and take real estate , mortgage the real estate; limit the domain over them; celebrate contracts in checking accounts, in the banking industry; give and receive money; create, issue, draw, posses, accept, endorse, pay, protest and discharge checks, promissory notes, an all kinds of negotiable instruments and/or valuable titles.

CERTIFIES:

Name of the fiscal supervisor: Jairo Alfonso Neytha Rosero

CERTIFIES:

Registered agent address: Cra 52 No. 127A-06
Santa fe de Bogota, Colombia

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TALLAHASSEE FLORIDA

CERTIFIES:

That there are no previous registrations under the same name or similar.

The acts of this registry are established after five (5) days after the filing of said document, unless there are in a governmental dispute.

The secretary of the Chamber of Commerce,

With conformity with the resolution no. 2150 of 19995 and the authorization given by the Supra Agency of Industry and Commerce, through the office on November 18, 1996, the signature that appears below has a full validity for all legal effects.

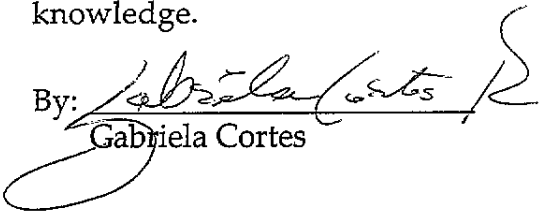
CLEMENCIA MUNON GOMEZ

MONICA MURCIA PAEZ

TRANSLATOR'S CERTIFICATE

I hereby certify that I am fluent in English and Spanish, and that the attached is a true translation of the foregoing document, to the best of my knowledge.

By:


Gabriela Cortes

Dated: _____

9/9/99

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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