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P.2

1/13/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

3:01 PM

((H95000000573))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: BIEGFRIED, KIPNIO, RIVERA, LERNER, E
201 ALHAMBRA CIR
SUITE 1102
CORAL GABLES FL 33134-

FAX: (904) 922-4000

CONTACT: LISA CARMAN
PHONE: (305) 442-3334
FAX: (305) 443-3292

((H95000000573))

DOCUMENT TYPE: LIMITED LIABILITY COMPANY

NAME: MOLINERA INTERNATIONAL, L.C.
FAX AUDIT NUMBER: H95000000573

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/13/1995

TIME REQUESTED: 15:01:28

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$337.50

ACCOUNT NUMBER: 076424000767

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000000573))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Esc for Attention, Home to Switch

Capture Off

Dni: 00:03:3

KANUT J. KHOSLA

JAN 13 1995

RECEIVED
24:08 12/11/95
DEPT. OF STATE

ARTICLES OF ORGANIZATION OF
MOLINERA INTERNATIONAL, L.C.
A FLORIDA LIMITED LIABILITY COMPANY

Article I - Name

The name of the Limited Liability Company is:

MOLINERA INTERNATIONAL L.C, a Florida Limited Liability Company

Article II - Address

The mailing address and street address of the principal office of the Limited Liability Company is:

11701 N.W. 100th Road
Suite #2
Miami, Florida 33178

Article III - Duration

The period of duration for the Limited Liability company shall be:

Thirty (30) years

Article IV - Management

The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

SOUTHEASTERN FOOD DISTRIBUTORS INC.,
a Florida corporation
5000 S.W. 75th Avenue - 4th Floor
Miami, Florida 33155

Article V - Admission of Additional Members

The remaining members only upon unanimous written consent shall have the right to admit additional members and the terms and conditions of the admissions shall be subject to all of the terms and conditions of the Articles of Organization and of the Operating Agreement.

Article VI - Members Rights to Continue Business

The remaining members of the limited liability company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be

MIRTA M. IGLESIAS
201 Alhambra Circle #1102
Coral Gables, Florida 33134
(305) 442-3334

SENT BY: SIEGFRIED, RIVERA

11-17-05 : 4:00PM :
H95000000573

305-443-3202 DIV OF CORPORATIONS: # 7 / 0

only upon the terms and conditions of the Operating Agreement as it exists at that time.

Article VII - Registered Agent/Office

The name and address of the original Registered Agent and Office is:

FERNANDO E. SIMAN
5000 S.W. 75th Avenue
4th Floor
Miami, Florida 33155

NORDICA INTERNATIONAL INC.,
a Panama corporation

By: [Signature]
Guillermo Dada Risher
President

MIAMI IMPORT EXPORT INC., a
Florida corporation

By: [Signature]
Carlos Perez Salas
President

SOUTHEASTERN FOOD DISTRIBUTORS
INC., a Florida corporation

By: [Signature]
Fernando E. Siman, President

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the limited liability company is:

MOLINERA INTERNATIONAL, L.C.

2. The name and address of the registered agent and office is:

FERNANDO E. SIMAN
5000 S.W. 75th Avenue
4th Floor
Miami, Florida 33155

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By:

Fernando Siman
FERNANDO E. SIMAN1/12/95

(Date)

Filing Fee: \$35 for Designation of Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

MOLINERA INTERNATIONAL L.C.

State Of Florida

Dade County - ss:

The undersigned member or authorized representative of a member of MOLINERA INTERNATIONAL, L.C., deposes and says:

- 1) The above named liability company has at least two members.
- 2) The total amount of cash contributed by the members is as follows:

NORDICA INTERNATIONAL INC.	-	\$ 563,500.00
GIANT IMPORT EXPORT INC.	-	\$ 563,500.00
SOUTHEASTERN FOOD DISTRIBUTORS INC.-		\$1,173,000.00

- 3) The agreed value of property other than cash contributed by members is \$ - 0 -. A description of the property is attached and made a part hereof.

- 4) The total amount of cash or property anticipated to be contributed by members is \$2,300,000.00. This total includes amounts from 2 and 3 above.

SOUTHEASTERN FOOD DISTRIBUTORS INC.

By: Fernando Siman
FERNANDO E. SIMAN, President

Signature of a member or authorized representative of a member. (In accordance with section 608.408(e), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

L9500000043

SIEGFRIED, RIVERA, LERNER, DE LA TORRE & PETERSEN, P.A.

SECRETARY OF STATE
DIVISION OF CORPORATIONS

STEVEN M. SIEGFRIED
OSCAR H. RIVERA
LISA A. LERNER
HELIO DE LA TORRE
BYRON G. PETERSEN
PETER H. EDWARDS

MARIA VICTORIA ARIAS
MATTHEW R. COHEN
DANIEL DAVID, P.E.
JAMES F. HARRINGTON
KIM L. HAWTHORNE
ELISABETH D. KOZLOW
H. HUGH MCCONNELL
ALBERTO N. MORIS
SAMUEL A. PERSAUD

201 ALHAMBRA CIRCUIT
CORAL GABLES, FLORIDA 33134

DATE 12-24-94 11:14
BROWARD COUNTY 11:14
FAX 1-800-441-1232

FORT LAUDERDALE OFFICE
ONE FINANCIAL PLAZA

SUITE 2002
FORT LAUDERDALE, FLORIDA 33104
BROWARD COUNTY 12-07-94
FAX 1-800-164-1760

95 APR 24 AM 8:40

OF COUNSEL
MICHAEL G. FRIDOLA, P.A.
FORT LAUDERDALE, FLORIDA 33104

FILE NO
REPLY TO:

1930008
Coral Gables

April 4, 1995

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

400001450124
-04/07/95--01014--017
*****35.00 *****35.00
400001450124
-05/03/95--01077--014
*****17.50 *****17.50

Re: MOLINERA, L.C.

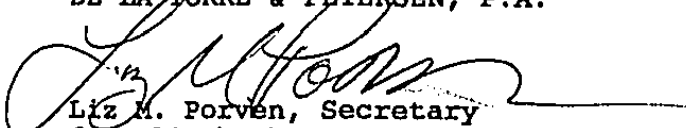
Dear Sir or Madam:

In connection with the above-referenced, enclosed please find our firms check in the amount of \$35.00 for the filing of the Certificate of Amendment of Articles of Organization of Molinera International. We have provided a self-addressed stamped envelope so that you can send us a filed copy for our records.

Should you have any questions, please feel free to contact our office.

Very truly yours,

SIEGFRIED, RIVERA, LERNER,
DE LA TORRE & PETERSEN, P.A.


Liz M. Porven, Secretary
for Elisabeth D. Kozlow, Esq.

/lp
Enclosure(s)

Amund
2m
4-27



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

April 17, 1995

LIZ M. PORVEN
SIEGFRIED RIVERA LERNER DE LA TORRE
201 ALHAMBRA CIR., SUITE 1102
CORAL GABLES, FL 33134

SUBJECT: MOLINERA INTERNATIONAL, L.C.
Ref. Number: L95000000043

We have received your document for MOLINERA INTERNATIONAL, L.C. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file this document is \$52.50. For each certified copy requested, please add an additional \$52.50.

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 (904) 487-6908.

Tawana McClellan
Corporate Specialist

Letter Number: 295A00017691

CERTIFICATE OF AMENDMENT OF ARTICLES
OF ORGANIZATION OF MOLINERA INTERNATIONAL, L.C.

1. The Articles of Organization of Molinera International, L.C. were filed with the Department of State of the State of Florida on January 17, 1995.

2. The signature line for: NORDICA INTERNATIONAL INC., a Panama corporation, is hereby amended to read as follows:

"NORDICA INTERNATIONAL, INC., a Florida corporation"

3. Paragraph 2 of the Affidavit of Membership and Contributions of the company filed in conjunction with the Articles of Organization of the company is hereby amended to read as follows:

"(2) The total amount of cash contributed by the members is as follows:

NORDICA INTERNATIONAL, INC., a Florida Corporation	- \$ 563,500.00
GIANT IMPORT EXPORT, INC.	- \$ 563,500.00
SOUTHEASTERN FOOD DISTRIBUTORS	- \$1,173,000.00 "

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and affixed the company seal this 31st day of March, 1995.

SOUTHEASTERN FOOD DISTRIBUTORS INC., a Florida corporation
as Managing Member

By: Fernando E. Siman
FERNANDO E. SIMAN, its President

STATE OF FLORIDA)

COUNTY OF DADE)

31st The foregoing instrument was acknowledged before me this day of March, 1995 by FERNANDO E. SIMAN, President of SOUTHEASTERN FOOD DISTRIBUTORS INC., a Florida corporation, as managing member of MOLINERA INTERNATIONAL, L.C. He/she (who is personally known to me)/(who has produced _____

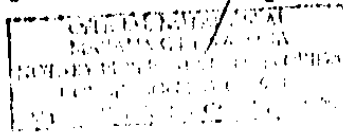
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 24 AM 8:40

_____ as identification), and (did)/(did not) take an oath.

Signature: *[Handwritten Signature]*

Name:

My Commission Expires:



FILE NOW: Fee after May 1, will be \$263.75

LIMITED LIABILITY COMPANY		FLORIDA DEPARTMENT OF STATE	
L95000000043		96 FEB 29 PM 1:15	
FILING FEE \$ 230.75		Annual Report \$100.00 + \$130.75 Corporation Supplemental Fee	
Name and Mailing Address of Limited Liability Company		Make Check Payable To: FLORIDA DEPARTMENT OF STATE	
DOCUMENT #L95000000043		1a. Principal Place of Business Address	
MOLINERA INTERNATIONAL, L.C. 11701 N.W. 100TH RD. SUITE 2 MIAMI FL 33178		11701 N.W. 100TH RD. SUITE 2 MIAMI FL 33178	
If above mailing address is incorrect in any way, line through incorrect information and enter correct text in Block 2a		3. Date Organized or Qualified	
2. Principal Place of Business		01/17/1995	
2a. Mailing Address		3a. State of Formation	
SAME AS ABOVE		FL	
Suite, Apt. #, etc		4. FEI Number	
City & State		59-3290570	
Zip		5. Date of Last Report	
Country		N/A	
7. Name and Address of Current Registered Agent		6. Certificate of Status Desired	
SIMAN, FERNANDO E 5000 S.W. 75TH AVE. 4TH FLOOR MIAMI FL 33155		N/A	
8. Name and Address of New Registered Agent		9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations	
Name		DATE	
Street Address (P.O. Box Number is Not Acceptable)		SIGNATURE	
Suite, Apt. #, etc		(Registered Agent Accepting Appointment) (If Not, Registered Agent's signature required when registering)	
City		10. Title	
FL		Managing Members/Managers	
Zip Code		Business Street Address	
		City, State and Zip Code	
		MGRM SOUTHEASTERN FOOD DI, 5000 S.W. 75TH AVE., 4TH F MIAMI FL	
		600001732886	
		-03/05/96--01098--009	
		***+238.75 ***+238.75	
		3/1/96	
		RECEIVED	
		FEB 02 1996	
		11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address	
SIGNATURE: Fernando E. Siman		MOLINERA INTERNATIONAL, L.C.	
		By: SOUTHEASTERN FOOD DISTRIBUTORS, INC.	
		ITS MANAGER	
		3/20/96 (305) 883-6060	
		By: FERNANDO E. SIMAN, President	