

P.O. Box 36288
San Juan, PR 00936-0288
Pueblo Internacional, LLC

May 1, 2002

BY FEDERAL EXPRESS

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

100005432281--2
-05/03/02--01013--019
***155.00 ***155.00

100005432281--2
-06/06/02--01081--001
***1050.00 ***1050.00

RE: Application of Registration for Pueblo International LLC

Dear Sir or Madam:

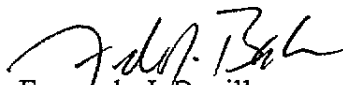
W02-13084

We are hereby filing an application to register Pueblo International LLC, a foreign limited liability company to transact business in Florida. We understand that there is a filing and a designation of registered agent fee in the amount of \$125.00, plus an additional charge in the amount of \$30.00 for a certified copy for a total of \$155.00. Enclosed please find a check in the amount of \$155.00 payable to the Florida Department of State.

Additionally, please return the certified copy by federal express, charged to our account #00090084-2 to the following address: Fernando J. Bonilla, Esq., Legal Division, Pueblo International, LLC, Campo Rico Avenue, Corner Loiza Expressway, Carolina, PR 00982.

Please do not hesitate to contact me or Andrea DeFino (787-757-3131 x3411) should you have any questions regarding this matter.

Sincerely,



Fernando J. Bonilla
Vice President and General Counsel

c: José Vega

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

W02-13084





FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 7, 2002

FERNANDO J. BONILLA
PUEBLO INTERNATIONAL LLC
PO BOX 363288
SAN JUAN, PR 00936-3288

SUBJECT: PUEBLO INTERNATIONAL LLC
Ref. Number: W02000013086

We have received your document for PUEBLO INTERNATIONAL LLC and your check(s) totaling \$155.00. However, the document has not been filed and is being retained in this office for the following:

Please note that we return all mail by regular US mail, unless a prepaid, completed airbill is provided.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1,050.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 102A00028610

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P.O. Box 363288
San Juan, PR 00936-3288
Pueblo International, LLC

June 3, 2002

BY FEDERAL EXPRESS

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Application for Registration for Pueblo International LLC
Ref. Number: W02000013086

Dear Sir or Madam:

This letter is in response to your letter dated May 7, 2002 with regard to the registration of Pueblo International LLC, a foreign limited liability company to transact business in Florida. As mentioned in your letter, we understand that there is a civil penalty fee of \$1,000.00 plus an additional charge in the amount of \$50.00 for the annual report/uniform business report fee. Per your request, enclosed please find a check in the total amount of \$1,050.00 payable to the Florida Department of State.

Additionally, please return the certified copy by Federal Express. We enclosed a prepaid, completed airbill.

Please do not hesitate to contact me or Andrea DeFino (787-757-3131 x3411) should you have any questions regarding this matter.

Sincerely,

Fernando J. Bonilla
Vice President and General Counsel

c: José Vega

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. PUEBLO INTERNATIONAL, LLC
(Name of foreign limited liability company)
2. DELAWARE 3. 66-213117
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. November 2, 2001 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. November 4, 2001
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. Campo Rico Avenue, Corner Loiza Expressway, Carolina, PR 00982

(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:

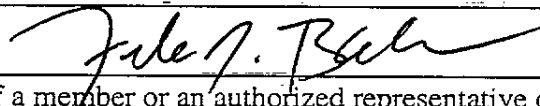
Gustavo A. Cisneros, William T. Keon, III, Steven Bandel, Alejandro Rivera

Cristina Pieretti, Guillermo Cisneros

1300 NW 22nd Street, Pompano Beach, FL 33069

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Food retailer and
any other lawful purpose.


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Fernando J. Bonilla, Esq., Vice President & General Counsel
Typed or printed name of signee

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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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

PUEBLO INTERNATIONAL, LLC

2. The name and the Florida street address of the registered agent and office are:

Jose Vega

(Name)

1300 NW 22nd Street

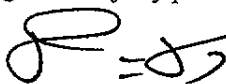
Florida street address (P.O. Box. **NOT** ACCEPTABLE)

Pompano Beach

FL 33069

City/State/Zip

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 as provided for in Chapter 608, F.S..



(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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Delaware

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PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PUEBLO INTERNATIONAL, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF APRIL, A.D. 2002.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0709222 8300

020248938

AUTHENTICATION: 1743457

DATE: 04-25-02