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DIVISION OF CORPORATION  
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G. MCLEOD

MAR 17 2008

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** WINFOS INTERNATIONAL COLOMBIA LIMITED, LLC  
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

MARGARITA R. WALLING

(Name of Person)

WINFOS INTERNATIONAL COLOMBIA LIMITED

(Firm/Company)

8756 SW 215 TERACE

(Address)

CUTLER BAY FL, 33189

(City/State and Zip Code)

For further information concerning this matter, please call:

Margarita R. Walling

(Name of Person)

at ( 305 ) 255-0703

(Area Code & Daytime Telephone Number)

**MAILING ADDRESS:**

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**

Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☒ \$125.00 Filing Fee    ☐ \$130.00 Filing Fee & Certificate of Status    ☐ \$155.00 Filing Fee & Certified Copy    ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

**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. **WINFOS INTERNATIONAL COLOMBIA LIMITED, LLC**

(Name of Foreign Limited Liability Company: must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. **COLOMBIA S.A.**

(Jurisdiction under the law of which foreign limited liability company is organized)

3.

(FEI number, if applicable)

4. **July 4 2007**

(Date of Organization)

5. **July 4 2057**

(Duration: Year limited liability company will cease to exist or "perpetual")

6. **N/A**

(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. **Margarita R. Walling**

**8756 sw 215 terrace Cutler bay fl, 33189**

(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:

**Margarita R. Walling. 8756 sw 215 terrace, Cutler bay fl, 33189**

**Javier A. Pedrozo Taboada. CR.42h # 79 b- 108, Barranquilla -Colombia**

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: **Exportations of products,**

**beverages, food and retail products from the USA to Colombia S.A. And importations of goods from Colombia to USA.**

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.)

**Margarita R. WallingWINFOS**

Typed or printed name of signee

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
08 MAR 12 PM 12:14

**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:

WINFOS INTERNATIONAL COLOMBIA LIMITED LLC

If name unavailable, the alternate name to be used in the state of Florida is:

\_\_\_\_\_

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

Maria del S. Pedrozo.

(Name)

2665 s.w. Douglas Rd. # 205

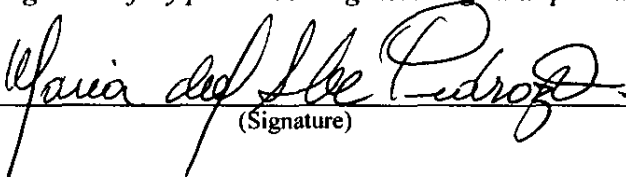
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Miami, fl. 33133

FL

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, Florida Statutes.*

  
(Signature)

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



\*\*\*\*\* Pag. 1  
C A M A R A D E C O M E R C I O  
D E B A R R A N Q U I L L A  
14\*\*\*\*\*

CERTIFICADO DE EXISTENCIA Y REPRESENTACION LEGAL O DE INSCRIPCION DE DOCUMENTOS.

WINFOS INTERNATIONAL COLOMBIA LIMITADA.-----

NIT: 900.164.795-5.

873

EL SUSCRITO SECRETARIO DE LA CAMARA DE COMERCIO DE BARRANQUILLA, CON FUNDAMENTO EN LAS INSCRIPCIONES DEL REGISTRO MERCANTIL:

C E R T I F I C A

Que por Escritura Pública No. 4,467 del 04 de Julio de 2007, otorgada en la Notaria 5 a. de Barranquilla, inscrito(as) en esta Cámara de Comercio, el 24 de Julio de 2007 bajo el No. 42,739 del libro respectivo, se protocolizaron los estatutos de la apertura de la sucursal de la sociedad extranjera denominada:

WINFOS INTERNATIONAL COLOMBIA LIMITADA.-----

C E R T I F I C A

Que de acuerdo con la(s) escritura(s) arriba citada(s), la sociedad se rige por las siguientes disposiciones:

DENOMINACION O RAZON SOCIAL:

WINFOS INTERNATIONAL COLOMBIA LIMITADA.-----

DOMICILIO PRINCIPAL: Barranquilla.

NIT No: 900.164.795-5.

MATRICULA MERCANTIL: 439,819.

C E R T I F I C A

Direccion para notificaciones judiciales:

CR 42 H No 79 B - 108.

De la ciudad de Barranquilla.

Correo

electrónico:

japedrozo@hotmail.com

C E R T I F I C A

DURACION: El término de duración de la sociedad se fijó hasta el 04 de Julio de 2057.

C E R T I F I C A

OBJETO SOCIAL: El objeto principal de la sociedad sera : a.) Diseñar, Desarrollar, implementar, Manejar, Distribuir y controlar servicios relacionados con el manejo de alimentos y bebidas en los niveles especiales e institucionales. Prestando servicios de elaboracion de alimentos en procesos de alta y baja produccion, por aplicacion de procesos como licitar, contratar, cotizar, franquizar y formarparte de otras sociedades, celebrado contratos de cambio en todas sus modalidades. En virtud de su objeto social podra tambien: a) Importar exportar bienes producidos por la empresa o



CERTIFICADO DE EXISTENCIA Y REPRESENTACION LEGAL O DE INSCRIPCION DE DOCUMENTOS.

WINFOS INTERNATIONAL COLOMBIA LIMITADA.-----

NIT: 900.164.795-5.

C E R T I F I C A

Administracion: La sociedad tendra tendra un presidente de libre nombramiento y remocion de la Junta General de Socios, el cual tendra un vicepresidente ejecutivo y comercial, que lo reemplazara en sus faltas absolutas, temporales o accidentales y cuya designacion y remocion correspondera tambien a la Junta. El presidente es el representante legal de la sociedad, con facultades, por lo tanto, para ejecutar todos los actos y contratos acordes con la naturaleza de su encargo y que se relacionen directamente con el giro ordinario de los negocios y objeto social de la empresa, y tendra las siguientes facultades y deberes entre otros: Representar a la sociedad en todas sus actividades comerciales y administrativas. El presidente como representante legal de la sociedad estara ampliamente facultado para adquirir o enajenar a cualquier titulo los bienes muebles e inmuebles o maquinaria, equipo de trabajo y titulos valores de inversiones financieras. Representar a la sociedad judicial o extrajudicialmente. Constituir los apoderados judiciales necesarios para la defensa de los intereses sociales. Para adquirir bienes u obligaciones contractuales cuyo valor no exceda la suma de cien millones de pesos (\$100.000.000) Moneda corriente y no requerira autorizacion de la Junta Directiva.-----

C E R T I F I C A

Que por Escritura Pública No. 4,467 del 04 de Julio de 2007, otorgada en la Notaria 5 a. de Barranquilla cuya parte pertinente se inscribió en esta Cámara de Comercio, el 24 de Julio de 2007 bajo el No. 42,739 del libro respectivo, fueron hechos los siguientes nombramientos:

Cargo/Nombre	Identificación
Presidente Ejecutiva Walling Margarita R.	DE.*452,556,678,740
Vicepresidente Ejecutivo Pedrozo Taboada Javier Antonio	CC.******72,128,876

C E R T I F I C A

Que por Escritura Pública No. 4,467 del 04 de Julio de 2007, otorgada en la Notaria 5 a. de Barranquilla cuya parte pertinente se inscribió en esta Cámara de Comercio, el 24 de Julio de 2007 bajo el No. 42,739 del libro respectivo, fueron hechos los siguientes nombramientos:

Cargo/Nombre	Identificación
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THIS IS THE TRANSLATION OF A DOCUMENT WRITTEN IN SPANISH AND PRESENTED  
TO THE UNDERSIGNED FOR ITS TRANSLATION INTO ENGLISH.

03-13003589 439819 WINFORS INTERNATIONAL COLOMBIA

No. 12086903

Barranquilla, January 31, 2008 Time: 10:02:00

CHAMBER OF  
COMMERCE  
OF BARRANQUILLA

\*\*\*\*\*  
CHAMBER OF COMMERCE  
OF BARRANQUILLA  
\*\*\*\*\*

CERTIFICATE OF EXISTENCE AND LEGAL REPRESENTATION OR REGISTRATION OF  
DOCUMENTS

WINFOS INTERNATIONAL COLOMBIA LIMITED -----

NIT: 900.164.795-5.

### C E R T I F I E S

THE SUBSCRIBED SECRETARY OF THE CHAMBER OF COMMERCE OF BARRANQUILLA  
WITH BASE IN THE REGISTRATIONS OF MERCANTILE REGISTRY.

### C E R T I F I E S

That by Public Scripture No. 4.467 of July 4 of 2007, granted in the Notary 5 A of Barranquilla,  
registered in this Chamber of Commerce, on July 24 of 2007 under the No. 42, 739 of the  
respective, were legalized the statutes of the opening of the foreign branch office of the  
Association named WINFOS INTERNATIONAL COLOMBIA LIMITADA.-----

### C E R T I F I E S

That according to the scripture above cited the Society is governed by the following dispositions:

DENOMINATION:

WINFOS INTERNATIONAL COLOMBIA LIMITED

HEADQUARTERS: Barranquilla

NIT No.: 900.164.795 – 5

MERCANTILE REGISTRATION: 439,819

C O N T I N U E S

**C E R T I F I E S**

**Address for Judicial Notifications:**

CR 42 No. 79 B – 108

Of the City of Barranquilla

Electronic Mail

japedrozo@hotmail.com

**C E R T I F I E S**

**DURATION:** The duration term of the Society was decided until July 04 of 2057.

**C E R T I F I E S**

**SOCIAL OBJECTIVE:** The main objective of this Society will be that of design, Develop, implement, to Handle, to Distribute and to control services related to the to Handling of Foods, to Distribute and to control services related to the handling of food and beverages in a special and institutional level. Giving services, of food elaboration of processes of high and lower production, by application, of processes as putting out bids, to contract, to quote, franchise and to form part of other societies, celebrating contracts of change in all its modalities. By virtue of its social object it could also: a) to Import export goods produced by the Company

By companies in the which it have participation, be distributor or that be related to the main social object. B) Acquire or to fund commerce establishments of any type and dedicated to the commercialization of goods and services. C.) Acquire, to lease, mortgage and in general to alienate all of personal property or real estate, to meet profits and dividends, as well as for the growth of the company. D) Constitute business or societies or incorporate them to the same society or be part of the ones constituted already that develop activities complementary or connected with its main object.

\*\*\*\*\* C O N T I N U E S \*\*\*\*\*



**E)** Subscribe share or to contribute goods of the same companies or incorporate them to the same society. **F)** Celebrate and to execute in its own name or by third party account or in participation with them all the acts, contracts and commercial operations or fiduciaries necessary or objections for the development of the social object, as also in the development plan of the social object, in its plan of growth and investment. **G)** To contract the necessary services for the realization of the social object and to establish for them any money of permitted remuneration by the Law, **H)** Import represent, commercialize and distribute natural products vitamins, proteins and of human consumption and medical applied to health. **I)** Accept, discount endorse and lend and in general Negotiate all types of value titles and to lend and receive money in mutual with or without interests, generating to financial economic management to said operations, encumbering its goods with mortgage or with token, with or without goods Possession. **J)** To represent domestic or Overseas National that market products and services, through alliances, agreement, concessions, contracts, cousins and franchises. **K)** Develop programs, curses, seminars; capacitating, educative and theory in all related to gastronomy specialized in handling of food, beverages; and establish to fund, developing educative establishments and of training in themes related with its social objective.

**L)** Consult and audit services, programs, projects and gastronomic processes and of food production that handle a plan of continuous improvement, quality system and quality control and certification.

**M)** Register brands and products Licenses and certification of massive consumption of culinary use, gastronomist and for health, as well of businesses food groups of and beverages, all these before the law and filling the entire requirement so that the registrations and patent be property of the Company and its partners. Could design to build to inaugurate and operate places of prosecution of fast comics, clubs, chain of restaurants, bars, record stores and in general any commercial, urban industrial or institutional area that requires of a solution for the services of diet, entertainment, support, community and nutrition.-----

## **C E R T I F I E S**

**ALLOCATED CAPITAL : \$10,000.000 = (COLOMBIAN CURRENCY)**

**\*\*\*\*\* CONTINUES \*\*\*\*\***

THIS IS THE TRANSLATION OF A DOCUMENT WRITTEN IN SPANISH AND PRESENTED TO THE UNDERSIGNED FOR ITS TRANSLATION INTO ENGLISH.

03-13003589 439819 WINFORS INTERNATIONAL COLOMBIA

No. 12086903

Barranquilla, January 31, 2008 Time: 10:02:00

CHAMBER OF

\*\*\*\*\*

COMMERCE

OF BARRANQUILLA

CHAMBER OF COMMERCE

OF BARRANQUILLA

\*\*\*\*\*

CERTIFICATE OF EXISTENCE AND LEGAL REPRESENTATION OR REGISTRATION OF DOCUMENTS

WINFOS INTERNATIONAL COLOMBIA LIMITED -----

NIT: 900.164.795-5.

### CERTIFIES

Administration: The society will have a chairman of free election and removal from the Board of Directors and partners, which is absolute, temporary or accidental lacks and whose designation and removal of the general meeting of Partner, which will have an executive and Commercial Vice President, that it will replace the President in its absolute, temporary or accidental and whose removing and designation will correspond also to the Board of Directors. The chairman is the legal representative of the Company with faculties therefore, to execute all the acts and harmonious contracts with the nature of their assignment and that be related directly with the ordinary turn of the business and social object of the Business and will have the following faculties and duties among others Represent the Company in its commercial and administrative activities. The President as legal representative of the society will be wide authorized to acquire or to alienate any holder the personal property and real estate or machinery, equipment of job and titles values of financial investment. Representing the Company to the judicial or out-of-court. Constituting the necessary judicial attorney for the defense of the company interests. To acquire goods or contractual loan stock whose value not to exceed the sum of a one hundred million pesos (\$100,000.000) currency and will not require authorization of the Board of Directors

### **CERTIFIES**

That by Public Scripture No. 4.467 of July 04, 2007, granted in the Notary Public 5 of Barranquilla whose pertinent part was registered in this Chamber of Commerce, July 24, 2007 under the No. 42.739 of the respective Book, was done the following appointments:

Occupation/Name	Identification
Executive President	
Walling Margarita R	DE. *452.556,678,740
Executive - Vicepresident	
Pedrozo Tabeada Javier Antonio	CC. ***** 72,128,876

### **CERTIFIES**

That by Public Scripture No. 4.467 of July 04, 2007, granted in the Notary Public 5 of Barranquilla whose pertinent part was registered in this Chamber of Commerce, July 24, 2007 under the No. 42.739 of the respective Book, were done the following appointments:

Occupation/Name	Identificación
Fiscal Inspector	
Polo Paternina Elena Victoria	CC. ***** 32,703,644

**\*\*\*\*\* CONTINUES \*\*\*\*\***

CERTIFICATE OF EXISTENCE AND LEGAL REPRESENTATION OR REGISTRATION OF  
DOCUMENTS  
WINFOS INTERNATIONAL COLOMBIA LIMITED -----  
NIT: 900.164.795-5.

### **CERTIFIES**

That among the associate exists covenanted clause of arbitration for the solution of controversies.

**CERTIFIES**

That in this Chamber of Commerce, not subsequent inscriptions appear referring to document to reform, dissolution, liquidation or appointments of legal representative of the aforesaid Corporation.

The information upon embargoes of establishment is supplied in Certificates of Registrations that of the contracts subject to registry, in Special Certificates.

THE CHAMBER OF COMMERCE OF BARRANQUILLA INFORMS THAT BY ITS CONDUIT THE BUSINESS:

WINFOS INTERNATIONAL COLOMBIA LIMITADA. \_\_\_\_\_ HAS DONE THE FOLLOWING:

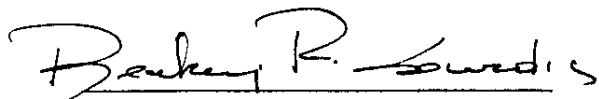
REGISTRATION IN THE REGISTRY OF INDUSTRY AND COMMERCE, OF THE SECRETARY OF PUBLIC ESTATE OF THE DISTRICT OF BARRANQUILLA.

NOTIFICATION OF THE OPENING OF IT(S) ESTABLISHMENT (S) OF COMMERCE BEFORE THE SECRETARY OF PLANNING OF THE DISTRICT OF BARRANQUILLA.

Signed, (illegible)

\*\*\*\*\*

I, Beatriz R. Sourdis, hereby certify that I am competent in the English and Spanish languages and have translated the foregoing document to the best of my knowledge and ability.



Beatriz R. Sourdis  
Certified Translator

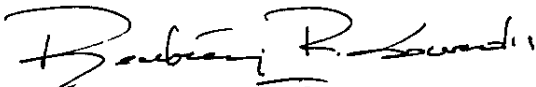
Date: February 27, 2008

**TRANSLATOR'S CERTIFICATE OF ACCURACY**

STATE OF FLORIDA                     )  
COUNTY OF MIAMI-DADE         )  
\_\_\_\_\_ )

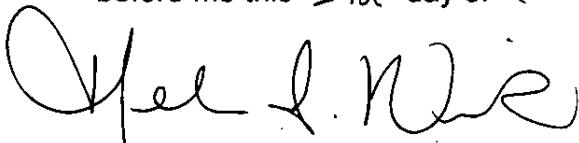
I, **BEATRIZ R. SOURDIS**, being duly sworn, depose and say: That I speak read and write both the **ENGLISH** and the **SPANISH** languages.

That I have examined the attached translation from the annexed document in the SPANISH language and hereby certify that the same is a true and complete translation to the best of my knowledge, ability and belief.



**Beatriz R. Sourdis**  
**Certified Translator**

**SWORN** to and subscribed  
before me this 27th day of February, 2008



**Melissa A. Winkler**  
**Notary Public – State of Florida**