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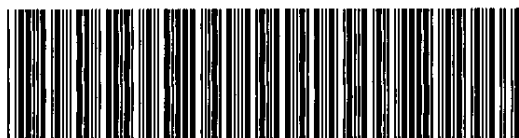
(Business Entity Name)

(Document Number)

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DATE: 03-12-09

NAME: VITRO AMERICA LLC

TYPE OF FILING: QUALIFICATION

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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. Vitro America, 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. Delaware 3. 54-0141190
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 05/13/1992 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

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

7. 965 Ridge Lake Boulevard, Suite 300, Memphis, TN 38120
(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:

Hugo Alejandra Lara Garcia, 965 Ridge Lake Boulevard, Suite 300, Memphis, TN 38120

Arturo Carrillo, 965 Ridge Lake Boulevard, Suite 300, Memphis, TN 38120


Jorge Mario Guzman Guzman, 965 Ridge Lake Boulevard, Suite 300, Memphis, TN 38120

SEE ATTACHMENT

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: _____

SEE ATTACHMENT


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.)

Arturo Carrillo, Chief Financial Officer and Assistant Secretary
Typed or printed name of signee

Attachment to Florida

Nature of the LLC's Business

To engage in any lawful activity for which limited liability companies may be organized under limited liability company law.

Member / Manager Information

- | | | |
|---|--------------------------|-------------------------------------|
| 1 | Full Name: | Luis Gonzalez Sada |
| | Member/Manager: | Manager |
| | Business Address: | 965 Ridge Lake Boulevard, Suite 300 |
| | City: | Memphis |
| | State: | TN |
| | ZIP Code: | 38120 |
| 2 | Full Name: | Javier Arechavaleta Santos |
| | Member/Manager: | Manager |
| | Business Address: | 965 Ridge Lake Boulevard, Suite 300 |
| | City: | Memphis |
| | State: | TN |
| | ZIP Code: | 38120 |

**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:

Vitro America, 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:

CT Corporation System

(Name)

1200 South Pine Island Road

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

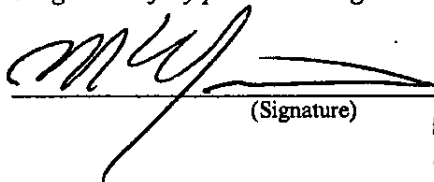
Plantation

33324

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)

Michael E. Jones
Assistant Secretary

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

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VITRO AMERICA, 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 TENTH DAY OF MARCH, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VITRO AMERICA, LLC" WAS FORMED ON THE THIRTEENTH DAY OF MAY, A.D. 1992.

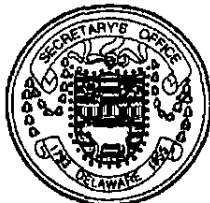
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

2297507 8300

090251448

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7176795

DATE: 03-10-09