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Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Foreign Limited Liability Company
PREMIUM RESTAURANT BRANDS LUXEMBURGO, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$155.00

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TALLAHASSEE, FLORIDA

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J. SAULSBERRY
EXAMINER

JUN 1 2011

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. Premium Restaurant Brands Luxemburgo, LLO
(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. Luxembourg 3. 88-0700850
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. June 29, 2010 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

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

7. Mirta Negrini c/o Gilman Negrini
2855 Le Jeune Rd., Suite 500, Coral Gables, Florida 33134
(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:

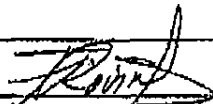
Jacob Mudde: L-1855 Luxembourg, 45A, Avenue John F. Kennedy, R.C.S. Luxembourg

Grenaello Bernadette Andree Dominguez Cousin: L-1855 Luxembourg, 45A, Avenue John F. Kennedy, R.C.S. Luxembourg

PRB Panama Corp: Plaza 2000, piso 16, Calle 50, Apdo. 0816-01098, Panama, Republic of Panama

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: For any lawful purpose

X 

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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Francisco Rovira as President of PRB Panama Corp.

Typed or printed name of signer

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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:

Premium Restaurant Brands Luxemburgo, LLC

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

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

Mirta Negrini c/o Gilman Negrini

(Name)

2655 Le Jeune Rd., Suite 600

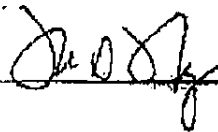
Florida Street Address (P.O. Box NOT ACCEPTABLE)

Coral Gables

FL 33134

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)

\$ 108.00 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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**Registre de Commerce
et des Sociétés**
Luxembourg



EXTRAIT

Premium Restaurant Brands Luxemburgo S.à r.l.

Numéro d'immatriculation : B 154524

Date d'immatriculation/d'inscription : 29/07/2010

Dénomination(s) ou raison(s) sociale(s) :

Premium Restaurant Brands Luxemburgo S.à r.l.

Forme juridique : Société à responsabilité limitée

Siège social :

46A, Avenue J.F. Kennedy
L - 1855 Luxembourg

Indication de l'objet social : L'objet de la Société est l'acquisition d'intérêts de propriété, au Luxembourg ou à l'étranger, dans toutes sociétés ou entreprises sous quelque forme que ce soit, ainsi que la gestion de ces intérêts de propriété. La Société peut notamment acquérir par voie de souscription, achat et échange ou par tout autre moyen toutes valeurs, actions et titres de quelque nature que ce soit, y compris des obligations, certificats, certificats de dépôt et tous autres instruments de dette, et plus généralement tous titres et instruments financiers émis par une entité publique ou privée quelle qu'elle soit. La Société peut participer dans la création, le développement et le contrôle de toute société ou entreprise. Elle peut encore investir dans l'acquisition et la gestion d'un portefeuille de brevets et autres droits de propriété intellectuelle. La Société peut emprunter sous quelque forme que ce soit, sauf par voie d'offre publique. Elle peut procéder, par voie de placement privé uniquement, à l'émission d'effets, de titres obligataires et obligations et autres titres représentatifs d'emprunts ou autres actions ordinaires. La Société peut prêter des fonds, y compris ceux résultant des emprunts et/ou des émissions de titres de créance à ses filiales, sociétés affiliées et toutes autres sociétés qui font partie du même groupe de sociétés que la Société. ...etc (*)

Capital social / fonds social :

Montant : 20.000 USD

Etat de libération: Entièrement libéré

Date de constitution : 29/06/2010

Durée :

Illimitée

Exercice social :

Par exception, l'exercice social ayant débuté en date du 29/06/2010 se terminera en date du 31/12/2010.
Du: 01/01 au: 31/12

Associé(s) :

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Dénomination ou raison sociale : Agroamerica Corporation

Forme juridique : Corporation

Pays : Îles Vierges Britanniques

Numéro d'immatriculation : 321211

Nom du registre : BVI Business Companies Act

Siège social de la personne morale :

Trident Chambers, BVI - VG1110 Road Town, Tortola

Parts détenues : 66.080 Parts de Classe A

66.080 Parts de Classe B

66.080 Parts de Classe C

66.080 Parts de Classe D

66.080 Parts de Classe E

66.080 Parts de Classe F

66.080 Parts de Classe G

66.080 Parts de Classe H

66.080 Parts de Classe I

66.080 Parts de Classe J

Dénomination ou raison sociale : PRB El Salvador, S.A. de C.V.

Forme juridique : Société anonyme de capital variable

Pays : El Salvador

Numéro d'immatriculation : 2010212790

Nom du registre : National registration center

Siège social de la personne morale :

17, Avenida Sur y Calle Chilitupan, SAL - Santa Tecla, La Libertad

Parts détenues : 114.120 Parts de Classe A

114.120 Parts de Classe B

114.120 Parts de Classe C

114.120 Parts de Classe D

114.120 Parts de Classe E

114.120 Parts de Classe F

114.120 Parts de Classe G

114.120 Parts de Classe H

114.120 Parts de Classe I

114.120 Parts de Classe J

Nom : PAIZ ANDRADE Prénom(s) : Fernando

Adresse privée ou professionnelle de la personne physique :

11, Avenida 20-41 Zona, GCA - 01014 Guatemala

Parts détenues : 19.800 Parts de Classe A

19.800 Parts de Classe B

19.800 Parts de Classe C

19.800 Parts de Classe D

19.800 Parts de Classe E

19.800 Parts de Classe F

19.800 Parts de Classe G

19.800 Parts de Classe H

19.800 Parts de Classe I

19.800 Parts de Classe J

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Administrateur(s)/gérant(s) :

Régime de signature statutaire : La Société sera engagée par la signature conjointe d'un gérant de classe A et d'un gérant de classe B, ou par la signature d'un gérant de classe A pour tout engagement inférieur à un montant de mille Dollars US (USD 1.000). Le conseil de gérance pourra de temps à autre sous-déléguer ses pouvoirs pour des tâches spécifiques à un ou plusieurs agents ad hoc, qui n'ont pas besoin d'être des associés ou gérants de la Société.

Organe : Conseil de gérance

Dénomination ou raison sociale : PRB Panama Corp.

Pays : Panama

Numéro d'immatriculation : 718674

Nom du registre : Registre de Commerce et des Sociétés

Fonction : gérant de Catégorie B

Siège social de la personne morale :

50th Street, PA - Panama City

Durée du mandat : Indéterminée Date de nomination : 30/12/2010

Nom : MUDDE Prénom(s) : Jacob

Fonction : gérant de Catégorie A

Adresse privée ou professionnelle de la personne physique :

46A, avenue J.F. Kennedy, L - 1855 Luxembourg

Durée du mandat : Indéterminée Date de nomination : 30/12/2010

Nom : COUSIN Prénom(s) : Gwenaëlle Bernadette Andrée Dominique

Fonction : gérant de Catégorie A

Adresse privée ou professionnelle de la personne physique :

46A, avenue J.F. Kennedy, L - 1855 Luxembourg

Durée du mandat : Indéterminée Date de nomination : 30/12/2010

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(*) Extrait de l'inscription : Pour le détail prière de se reporter au dossier.

Pour extrait conforme (*)

Luxembourg, le 22/04/2011

Pour le gestionnaire du registre de commerce et des sociétés

Philippe LONJEN

¹ En application de l'article 21 paragraphe 2 de la loi modifiée du 19 décembre 2002 concernant le registre de commerce et des sociétés ainsi que la comptabilité et les comptes annuels des entreprises et l'article 21 du règlement grand-ducal modifié du 23 janvier 2003 portant exécution de la loi du 19 décembre 2002, le présent extrait reprend au moins la situation à jour des données communiquées au registre de commerce et des sociétés jusqu'à trois jours avant la date d'émission dudit extrait. Si une modification a été notifiée au registre de commerce et des sociétés entre temps, il se peut qu'elle n'ait pas été prise en compte lors de l'émission de l'extrait.

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TALLAHASSEE, FLORIDA



Commercial and Corporation Registry
Luxembourg

ABSTRACT

Premium Restaurant Brands Luxemburgo S.à.r.l.

Registration number: B 154524

Date of registration/subscription: July 29, 2010

Name(s) or corporate name(s):

Premium Restaurant Brands Luxemburgo S.à.r.l.

Legal form: Limited liability corporation

Headquarters:

46A, Avenue J.F. Kennedy

L - 1855 Luxembourg

Description of the corporate purpose: The purpose of the Corporation is the acquisition of property interests, in Luxembourg or abroad, in any corporations or enterprises of whatever form they may be, as well as the management of these property interests. The Corporation can particularly acquire, by means of subscription, purchase, and exchange, or by any other means, any securities, stocks, and titles of whatever nature, including bonds, certificates, certificates of deposit, and any other debt instruments, and, more generally, any securities and financial instruments issued by a public or private entity. The Corporation can participate in the creation, development, and control of any corporation or enterprise. It can also invest in the acquisition and management of a portfolio of patents and other rights to intellectual property. The Corporation can borrow in whatever form except by means of a public offering. It can proceed, solely by means of private investments, with the issuance of bills, debt instruments, and debts, and other securities representative of loans or other ordinary activities. The Corporation can lend funds, including those resulting from loans and/or issuance of letters of credit, to its subsidiaries, affiliated corporations, and any other corporations that are a part of the same group of corporations as the Corporation. ...etc. (*)

Capital stock / funds:

Amount: 20,000 USD

Payment status: fully paid in

Date of incorporation: June 29, 2010

Duration:

Unlimited

Fiscal period:

By exception the fiscal period beginning June 29, 2010, shall terminate on December 31, 2010.

From: January 1 to December 31.

Associate(s):

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Name or corporate name: Agroamerica Corporation
Legal form: Corporation
Country: British Virgin Islands
Registration number: 321211
Registry name: BVI Business Companies Act
Headquarters of the corporate entity:
Trident Chambers, BVI – VG1110 Road Town, Tortola
Shares held: 66,080 Class A shares
66,080 Class B shares
66,080 Class C shares
66,080 Class D shares
66,080 Class E shares
66,080 Class F shares
66,080 Class G shares
66,080 Class H shares
66,080 Class I shares
66,080 Class J shares

Name or corporate name: PRB El Salvador, S.A. de C.V.
Legal form: Variable Capital Corporation
Country: El Salvador
Registration number: 2010212790
Registry name: National Registration Center
Headquarters of the corporate entity:
17 Avenida Sur y Calle Chilitupan, SAL – Santa Tecla, La Libertad
Shares held: 114,120 Class A shares
114,120 Class B shares
114,120 Class C shares
114,120 Class D shares
114,120 Class E shares
114,120 Class F shares
114,120 Class G shares
114,120 Class H shares
114,120 Class I shares
114,120 Class J shares

Surname: PAIZ ANDRADE, Given name(s): Fernando
Private or professional address of the physical person:
11, Avenida 20-41 Zona, GCA – 01014 Guatemala
Shares held: 19,800 Class A shares
19,800 Class B shares
19,800 Class C shares
19,800 Class D shares
19,800 Class E shares
19,800 Class F shares
19,800 Class G shares
19,800 Class H shares
19,800 Class I shares
19,800 Class J shares

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Administrator(s)/Manager(s):

Statutory signature authority: The Corporation shall be bound by the joint signatures of a Class A manager and a Class B manager, or by the signature of a Class A manager for any commitment of less than an amount of one thousand U.S. Dollars (1,000 USD). The Board of Directors shall be able to delegate from time to time its powers for specific tasks to one or more *ad hoc* agents that do not have to be employees or managers of the Corporation.

Organ: Board of Directors

Name or corporate name: PRB Panama Corp.

Country: Panama

Registration number: 718674

Registry name: Commercial and Corporation Registry

Function: Class B manager

Headquarters of the corporate entity:

50th Street, PA – Panama City

Term of office: Indeterminate

Date of appointment: December 30, 2010

Surname: MUDDE, Given name(s): Jacob

Function: Class A manager

Private or professional address of the physical person:

46A, Avenue J.F. Kennedy, L – 1855 Luxembourg

Term of office: Indeterminate

Date of appointment: December 30, 2010

Surname: COUSIN, Given name(s): Gwenaelle Bernadette Andrée Dominique

Function: Class A manager

Private or professional address of the physical person:

46A, Avenue J.F. Kennedy, L – 1855 Luxembourg

Term of office: Indeterminate

Date of nomination: December 30, 2010

(*) Abstract of the registration: for details please see file.

True abstract (*)

Luxembourg, April 22, 2011

For the Administrator of the Commercial and Corporation Registry

[Signature]

Philippe LONIEN

¹ In application of Article 21, Paragraph 2 of the modified law of December 19, 2002, concerning the Commercial and Corporation Registry, as well as the compatibility and the annual enterprise accounting and Article 21 of the modified Grand Ducal regulation of January 23, 2003, regarding the execution of the law of December 19, 2002, the present abstract covers at least the current situation of the data communicated to the Commercial and Corporation Registry up to three days prior to the issuance of said abstract. If a modification had been sent to the Commercial and Corporation Registry in the meantime, it may not have been taken into consideration for the issuance of the abstract.

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[On the right margin, vertically: GRAND DUCHY OF LUXEMBOURG
Ministry of Foreign Affairs]

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CERTIFICATION
(Hague Convention of October 5, 1961)

1. Country: Grand Duchy of Luxembourg

The present public document:

2. was signed by Lonien, Philippe

3. acting in his quality as an Employee of the CCR

4. is affixed with the seal/stamp of the Commercial and Corporation Registry, Luxembourg

Certified:

5. at Luxembourg 6. on April 29, 2011

7. by the Ministry of Foreign Affairs and Immigration

8. under no. 100111042965522

9. Seal/stamp 10. Signature

[Signature]

Joe Pundel
Official of the
Bureau of Passports,
Visas and Authentications

[Stamped seal: Grand Duchy of Luxembourg – Ministry of Foreign Affairs.]