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#### FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

December 9, 1998

**LAZARUS** 

MIAMI, FL

SUBJECT: AGRO ACA Y ASOCIADOS S.A. CORP.

Ref. Number: W98000027573

We have received your document for AGRO ACA Y ASOCIADOS S.A. CORP.. However, the document has not been filed and is being returned for the following:

Please provide an English translation for the entity's name in your cover letter.

Please return the original and one copy of 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 (850) 487-6934.

Letter Number: 898A00058204

Loria Poole Corporate Specialist

98 DEC 10 PM 3: 19
SECRETARY OF STATL
AHASSEE FLORIDA

# ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of incorporation.

#### ARTICLE I NAME

The name of the corporation shall be:

# AGRO ACA Y ASOCIADOS S.A. CORP.

#### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailling address of this corporation shall be:

P.O. BOX 660748 MIAMI SPRINGS, FL. 33266.-

#### ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 shares with value \$5,00 each.

### ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

LIGIA MARIA RAMIREZ
1220 Nightingale Ave, Miami Springs Fl. 33166.

# ARTICLE V INCORPORATOR(S)

The name(s) and street address (es) of the incorporator (s) to these Articles of Incorporation is (are):

AGRO ACA Y ASOCIADOS S.A. P.O. BOX 10-625-1000 SAN JOSE, COSTA RICA.

## ARTICLE VI DIRECTOR(S)

The name(s) and street address(es) of the director(s) to these Articles of Incorporation is (are):

ALVARO CAMACHO ARAUZ PRESIDENT BATAN LIMON COSTA RICA. P.O. BOX 10.625-1000 SAN JOSE COSTA RICA.

LIGIA MARIA RAMIREZ SECRETARY 1220 NIGHTINGALE AVE MIAMI SPRINGS FL. 33166.

LAMONTE WILLIAMS VICE-PRESIDENT. 1220 NIGHTINGALE AVE MIAMI SPRINGS FL. 33166.

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 7 day of December, 1998.

Signature

Abagado y Notario San Jesé, Costa Rica Signature

Signature

# CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE.

PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1.- THE NAME OF THE CORPORATION IS:

#### AGRO ACA Y ASOCIADOS S.A.

2.- THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

LIGIA MARIA RAMIREZ TREASURER

1220 NIGHTINGALE AVE. MIAMI SPRINGS FL. 33166 U.S.A.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PPOCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THES 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 LEGISTERED AGENT.

SIGNATURE

MR. L'AMONTE WILLIAMS

SIGNATURE\_

MRS. LIGIA MARIA RAMIREZ

DATE: 12-07-98.-