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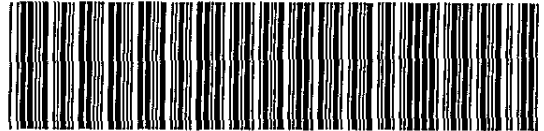
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FILED
03 JUN 26 AM 9 00
CLERK OF DISTRICT
CLERK OF DISTRICT
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Grupo Como, S.A.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Pedro Menocal

(Name of Person)

Mitrani, Rynor, Adamsky & Macaulay, P.A.

(Firm/Company)

One SE Third Avenue, Suite 2200

(Address)

Miami, Florida 33131

(City/State and Zip code)

FILED
03 JUN 26 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Robert B. Macaulay

(Name of Person)

at (305) 358-0050

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☒ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Grupo Como, S.A.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Costa Rica

(State or country under the law of which it is incorporated)

3. Not applicable

(FEI number, if applicable)

4. April 2, 2002

(Date of incorporation)

5. April 2, 2101

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. Avenida 2, Calles 38 y 40, San Jose, Costa Rica

(Principal office address)

Avenida 2, Calles 38 y 40, San Jose, Costa Rica

(Current mailing address)

8. General business purposes

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Pedro Menocal

Office Address: One SE Third Avenue, Suite 2200

Miami

(City)

, Florida 33131

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Mr. Eugenio Monge Montealegre

Address: c/o Grupo Como S.A.

Avenida 2, Calles 38 y 40, San Jose, Costa Rica

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President:

Address:

Vice President:

Address:

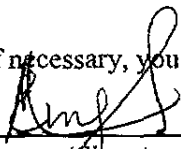
Secretary: Mr. Oscar Rivera Garita

Address: c/o Grupo Como S.A., Avenida 2, Calles 38 y 40, San Jose, Costa Rica

Treasurer:

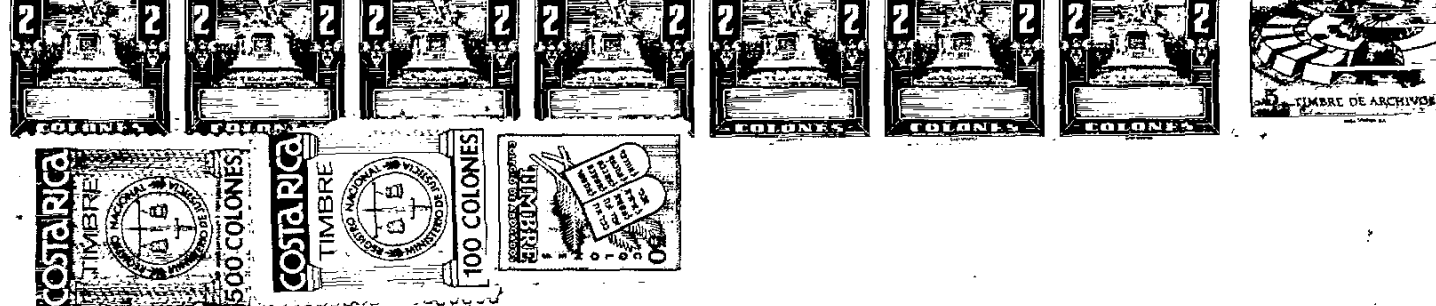
Address:

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____
(Typed or printed name and capacity of person signing application)

FILED
03 JUN 26 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



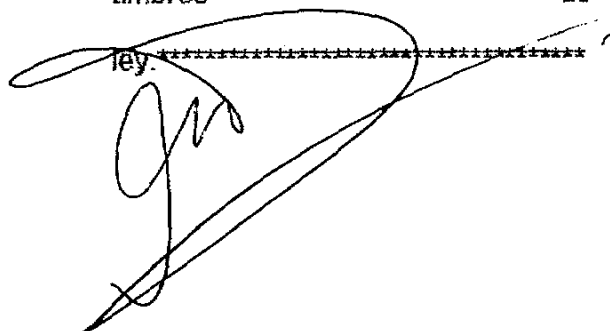
LAURA CARVAJAL RAMIREZ, NOTARIO PUBLICO NUMERO SEIS CINCO NUEVE
NUEVE CON DOMICILIO EN SAN JOSE, COSTA RICA, CERTIFICA, Con vista en la
Sección Mercantil del Registro Público a los Tomos: mil quinientos cuarenta y cuatro y mil
seiscientos noventa y seis, Folios: doscientos cuarenta y uno y ciento seis, Asientos: ciento
setenta y siete y noventa y nueve que se encuentra inscrita la sociedad de esta plaza
denominada " **GRUPO COMO SOCIEDAD ANONIMA**, domiciliada en San José, Costa
Rica, ciento veinticinco metros al Este de la Soda Tapia, con cédula de persona jurídica
número tres-ciento uno- trescientos diecisiete mil trescientos uno, cuya representación judicial
y extrajudicial recae en los siguiente funcionarios: **PRESIDENTE DE LA JUNTA
DIRECTIVA CON FACULTADES DE APODERADO GENERALISIMO SIN LIMITE
DE SUMA** cargo que ostenta el señor Eugenio Monge Montealegre, mayor, casado una vez,
máster en administración de empresas, vecino de San José, ciento cincuenta metros a Oeste
del Parque María Auxiliadora, cédula uno-cuatrocientos cincuenta y ocho-cero cero nueve y
el cargo de **SECRETARIO DE LA JUNTA DIRECTIVA CON FACULTADES DE
APODERADO GENERALISIMO SIN LIMITE DE SUMA** lo ostenta el señor Oscar
Rivera Garita, mayor, casado una vez, empresario, vecino de San José, ciento cincuenta
metros al este de la Soda Tapia, cédula nueve-cero ochenta y dos-ciento veinte, ambos
apoderados pudiendo actuar conjunta o separadamente, pudiendo otorgar, sustituir en todo o
en parte sus poderes, sin perder por ello su representación ni mandato. El plazo social de la
sociedad es de noventa y nueve años, contados a partir del día dos de abril del dos mil dos. El
objeto será la industria, el turismo, el comercio, la agricultura, ganadería, exportación e
importación, manejo de bases de datos, administración de inversiones y en general cualquier
otra actividad lucrativa. Para alcanzar sus fines podrá adquirir toda clase de bienes muebles o
inmuebles, así como derechos reales o personales, arrendar, pinorar, hipotecar, vender o de
cualquier forma enajenar o disponer de los bienes de la forma más amplia. La presente
personería se encuentra vigente al día de hoy. Extiendo la presente certificación de
conformidad con el Código de Notariado en San José, a las ocho horas del nueve de junio del
dos mil tres. Se agregan y cancelan los timbres de Ley. La suscrita Notario asimismo hace
constar que el presente documento tiene como destino final el Estado de Florida, Estados
Unidos.

REPUBLICA DE COSTA RICA
PODER JUDICIAL
DIRECCION NACIONAL DE NOTARIADO

LICDA. ALICIA BOGARIN PARRA Directora Nacional de Notariado del Poder Judicial, en ejercicio de las facultades que le otorga el Código Notarial y el acuerdo tomado por la Corte Plena en la sesión celebrada el 2 de noviembre de 1998, artículo IX, **HACE CONSTAR:** Que es auténtica la anterior firma del (de la) Notario (a) Público (a) Licenciado (a) **LAURA CARVAJAL RAMIREZ** quien en la actualidad se halla en ejercicio de sus funciones. Esta razón no implica juicio alguno en cuanto a la forma y contenido del documento. *****

ES CONFORME, San José, a los
once días del mes de junio de dos
mil tres. Se agregan y cancelan los
timbres de

ley. *****



M.C.A



**REPÚBLICA DE COSTA RICA
CORTE SUPREMA DE JUSTICIA
SECRETARÍA GENERAL**

FILED
03 JUN 26 AM 8 00
SECRET OF STATE
TALLAH. FL. FLORIDA



SILVIA NAVARRO ROMANINI, Secretaria General de la Corte Suprema de Justicia, en ejercicio de las facultades que le otorga el artículo 141 de la Ley Orgánica del Poder Judicial, **HACE CONSTAR**: Que es auténtica la firma anterior de la Licenciada **ALICIA BOGARÍN PARRA**, Directora Nacional de Notariado, quien en la actualidad se halla en ejercicio del cargo. Esta razón no implica juicio alguno en cuanto a la forma y contenido del documento.-----

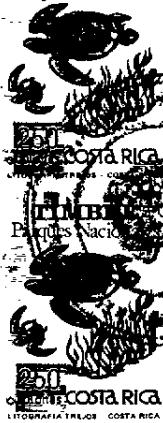
142



ES CONFORME: San José, once de junio del
dos mil tres.--

[Signature]

TIMBRE
Parques Nacionales



REPUBLICA DE COSTA RICA

MINISTERIO DE RELACIONES EXTERIORES Y CULTO

La firma que antecede del señor

Silvia Vasquez R.
Corte Suprema Justicia

ES AUTENTICA

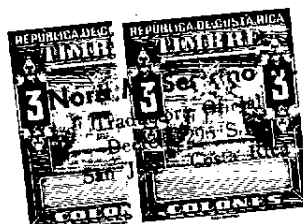
San José, 13 JUN. 2003

Esta autenticación no implica responsabilidad en cuanto
al contenido del documento.

Hannia Porras García
Hannia Porras García
Oficial de Autenticaciones



I NORA MARIA SERRANO MIRANDA, OFFICIAL TRANSLATOR OF THE
MINISTRY OF FOREIGN AFFAIRS AND WORSHIP, APPOINTED BY
DECREE NUMBER 296. S.E. ON APRIL 23RD, 1980, PUBLISHED IN THE
NEWSPAPER "LA GACETA" ON MAY 12TH, 1980 HEREBY CERTIFY THAT
THE DOCUMENT TO BE TRANSLATED FROM SPANISH TO ENGLISH
READS AS FOLLOWS:



FILED

03 JUN 26 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAURA CARVAJAL RAMIREZ, NOTARY PUBLIC NUMBER SIX FIVE NINE NINE, WITH OFFICE IN SAN JOSE COSTA RICA HEREBY CERTIFY : According to the Mercantile Section of the Public Registry at Books: one thousand and forty four and one thousand six hundred ninety six, Pages: two hundred and forty one and one hundred six, Quotes: one hundred sixty seven and ninety nine that the anonymous society called "GRUPO COMO S.A." is registered with legal address in San Jose, Costa Rica, one hundred and twenty five meters east from Soda Tapia, with identification number three-one hundred and one-three thousand seventeen three hundred one, which judicial and extra judicial representations corresponds to the following members: **President of Board of Directors with plain faculties without limit in the amount** Mister Eugenio Monge Montealegre, of age, married once, Master in Business Administration, neighbor of San Jose, one hundred and fifty meters west from Maria Auxiliadora Park, identification number one-four hundred fifty eight-zero zero nine and **Secretary of Board of Directors with plain faculties without limit in the amount** Mister Oscar Rivera Garita, of age, married once, entrepreneur, neighbor of San Jose, one hundred and fifty meters east from Soda Tapia, identification number nine-cero eighty two-one hundred twenty, both representatives being able to act together and separately with plain faculties without limit in the amount. The social time limit will be of ninety-nine years starting april the second two thousand and two. Its objective will be industry, tourism, commerce, agriculture, cattle raising, exports and imports or any other lucrative activity. To reach it objects it can acquire all kinds of goods mobile or not, as well as any personal or real rights, rent, pawn, mortgage, sell or in any other way alienate or dispose of it goods and assets in the most ample way. The present

document is valid. In faith of the above I give this certification according to the Code of Notaries in San Jose at eight hours of June ninth two thousand three. Legal Stamps are added. Above-mentioned Notary also states that the present document has as a final destiny the State of Florida, United States of America.

SIGNATURE: ATTORNEY LAURA CARVAJAL RAMIREZ

SEAL

**REPUBLIC OF COSTA RICA
JUDICIAL BRANCH
NATIONAL NOTARIAL AFFAIRS**

LICDA. ALICIA BOGARIN PARRA, National Director of Notarial Affairs of the Judicial Branch, in exercise of the faculties given by Notary Code, and the agreement taken by Court, session of November 2 of 1998, article IX, **HEREBY CERTIFY** That the signature of Notary Public **LAURA CARVAJAL RAMIREZ**, is authentic, and actually is in full exercise of her functions. This certification refers strictly to the signature of the Notary and not the document itself.*****

Given in San Jose, at June eleventh, two thousand three. Legal Stamps added.

SIGNED BY ALICIA BOGARIN PARRA

**REPUBLIC OF COSTA RICA
SUPREME COURT OF JUSTICE
GENERAL SECRETARIAT**

SILVIA NAVARRO ROMANINI, General Secretary of the Supreme Court of Justice, in exercise of the faculties given by article 141 of the Organic Law of Judicial Branch, **HEREBY CERTIFY**: That the signature of **ALICIA BOGARIN PARRA**, National Director of Notary Affairs is authentic, and actually is in full exercise of her functions. This certification refers strictly to the signature of the National Director and not the document itself.

SIGNATURE: SILVIA NAVARRO ROMANINI

SEAL.

**REPUBLIC OF COSTA RICA
MINISTRY OF FOREIGN AFFAIRS AND WORSHIP**

THE ABOVE SIGNATURE OF SILVIA NAVARRO R.
IS AUTHENTIC.

San José, June 13 th, 2003.

This certification refers strictly to the signature of the Notary and not the document itself.

Signature: Hannia Porras García
Ministry Officer

REPUBLIC OF COSTA RICA
PROVINCE AND CITY OF SAN JOSE
EMBASSY OF THE UNITED STATES
OF AMERICA } SS

I, SARAH J. FRANCLIA Consul of
The United States of America at San Jose, duly
commissioned and qualified, do hereby certify that
HANNIA PORRAS GARCIA

whose true signature and official seal are, respecti-
vely, subscribed and affixed to the foregoing
documents, was on the 18TH.

day of JUNE 2003

the date thereof, OFFICER OF AUTH.

MINISTRY OF FOREIGN AFFAIRS

San Jose, Republic of Costa Rica, duly
commissioned and qualified, to whose
official acts faith and credit are due.

IN WITNESS WHEREOF I have hereunto set my
hand and affixed the seal of the Embassy at
San Jose, Costa Rica

This 19TH day of JUNE 2003

SARAH J. FRANCLIA

CONSUL OF THE UNITED STATES OF AMERICA
SAN JOSE, COSTA RICA

IN WITNESS WHEREOF I EXTEND THE PRESENT TRANSLATION FROM
SPANISH TO ENGLISH TO THE REQUEST OF THE INTERESTED PARTY IN
THE CITY OF SAN JOSE, COSTA RICA ON JUNE 17TH, 2003. LAWFUL STAMPS
ARE ADDED AND CANCELLED

Nora M. Serrano M.
Nora M. Serrano M.
Traductora Oficial
Decreto 296 S-E
San José - Costa Rica



REPUBLICA DE COSTA RICA

MINISTERIO DE RELACIONES EXTERIORES Y CULTO

La firma que antecede del señor

Nora M. Serrano
Es auctoritas Oficial

ES AUTENTICA

San José, 18 JUN. 2003

Esta autenticación no implica responsabilidad en cuanto
al contenido del documento.

Hannia Porras Garza
Hannia Porras Garza
Oficial de Autenticaciones

