

State of Florida



Department of State

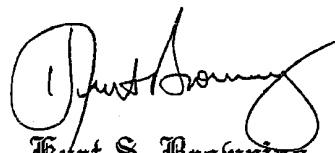
I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of FALCON FARMS, INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is M50008.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-second day of May, 2009



CR2EO22 (01-07)


Kurt S. Browning
Secretary of State

45008

FILED
JAN 10 - 3 1968
TALLAHASSEE

ARTICLES OF INCORPORATION

OF

PREMIUM FARMS, INC.

The undersigned natural persons, acting to form a corporation under the laws of the State of Florida that provide for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinbefore mentioned, do hereby make, execute, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation and to that end set forth:

ARTICLE I - NAME

The name of the Corporation shall be: PREMIUM FARMS, INC.

ARTICLE II - ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida will be:

8249 NW 36th Street
Suite 4 121
MIAMI, FL 33166

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the filing date of these Articles with the Department of State.

ARTICLE IV - PURPOSE

This corporation will engage in the general business of exports and imports as well as distribution of lawful products, goods and services from, into and in the United States. It may also engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue and have outstanding 10,000 shares of common stock with a par value of \$ 10.00 dollars each.

ARTICLE VI - BEGINNING CAPITAL

The amount of capital this corporation shall begin business with is:

SEVENTY THOUSAND DOLLARS (\$ 70,000)

This amount may be increased up to the total value of the outstanding shares of the corporation.

ARTICLE VII - DIRECTORS

This corporation shall have three directors initially. The number of directors may be increased or diminished from time to time, as provided by the by-laws adopted by the stockholders. The name and post office address of each one of the principal officers and members of the first board of directors of this corporation, and who shall hold office for the first year, or until their successors are chosen shall be:

John Handy
4331 SW 142 Pl
Miami, FL 33175

President

Carlos Hernandez Reyes
Avenida 9a A # 25-125
Cali, Colombia

Vice-President

Jairo Rengifo
12748 SW 114th Avenue
Miami, Florida 33176

Secretary-Treasurer

ARTICLE VIII - REGISTERED AGENT

The initial registered agent and registered office of the corporation shall be:

Jairo Rengifo
12748 SW 114 Ave
Miami, FL 33176

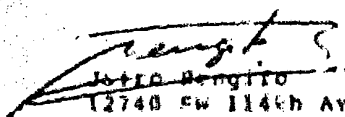
ARTICLE X - AMENDMENTS

This Article of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator and registered agent, of the corporation identified above, declare that I have examined the foregoing this 7th day of April 1976.

year 1987, and do declare it to be true and correct.

FILED
MAR 23 1987
CLERK OF DISTRICT COURT
STATE OF FLORIDA

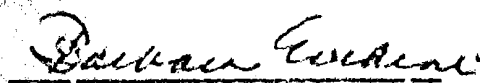

Jairo Bengio
12740 SW 114th Avenue
Miami, FL 33176

State of Florida

County of Dade

THIS IS TO CERTIFY that on this eight day of April of 1987 before me, a notary public, personally appeared Jairo Bengio, whom I am satisfied is the person named as the incorporator and executor of the foregoing Article of Incorporation, and whom by their signature in my presence have acknowledged the same as his voluntary act.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on the date given above.


Dorian Greene
Notary Public

Notary Public, State of Florida
My Commission Expires Jan. 01, 1990
My commission expires

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PREMIUM FARMS, INC.

FILED
1990 DEC -7 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Premium Farms, Inc. (the "Corporation"), a Florida corporation, are hereby amended pursuant to the provisions of Section 607.1006, Florida Statutes, as follows:

Article I of the Articles of Incorporation of the Corporation shall be amended to read as follows:

"ARTICLE I - NAME

The name of this Corporation shall be FALCON FARMS, INC."

Article V of the Articles of Incorporation of the Corporation shall be amended to read as follows:

"ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue and have outstanding fifteen thousand six hundred (15,600) shares of common stock of no-par value."

The undersigned hereby certifies that the foregoing amendment was duly adopted by unanimous written consent of the holders of all of the outstanding shares entitled to vote on November 20, 1990,

PREMIUM FARMS, INC.

By: 

Owen S. Freed,
Secretary

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Owen S. Freed, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Amendment as Secretary of the above-named corporation, and he acknowledged to and before me that he executed such instrument on behalf of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 11 day of December, 1992.

My Commission Expires:

Notary Public State of Florida
My Commission Expires June 28, 1994
Bonded thru Maynard Hendrix Agency

Walter Martorelli
Notary Public
State of Florida

W-CO/32469/000/ART-AMEN

ARTICLES OF AMENDMENT
OF
FALCON FARMS, INC.

FILED
93 JAN -4 AM 10:19

The Articles of Incorporation of FALCON FARMS, INC., a Florida corporation (the "Corporation"), are hereby amended pursuant to the provisions of Florida Statute Section 607.1006, as follows:

Article V of the Corporation's Articles of Incorporation is hereby amended to read as follows:

"ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue and have outstanding Twenty Thousand and 00/100 (20,000) shares of common stock of no-par value."

The undersigned hereby certifies that the foregoing amendment was duly adopted by unanimous written consent of all shareholders and directors entitled to vote as of November 30, 1992.

FALCON FARMS, INC.

Thomas Baur

Thomas Baur
Secretary

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public in and for the jurisdiction aforesaid, personally appeared THOMAS DAUR, to me well known and personally known to me to be the person who executed the foregoing Articles of Amendment as Secretary of the above-referenced corporation, and he acknowledged to and before me that he executed such instrument on behalf of such corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal as of this 2nd day of December, 1992.

Michael C. Tausch
Michael C. TAUSCH
(Print Name)

NOTARY PUBLIC
State of Florida At Large

My Commission Expires:



Michael C. TAUSCH
NOTARY PUBLIC
STATE OF FLORIDA
My Commission Expires: 12/31/94

③

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FALCON FARMS, INC.

ARTICLES OF AMENDMENT BY BOARD OF DIRECTORS

150008

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned corporation hereby submits the following information relating to the adoption by the board of directors:

Article V of the Corporation's Articles of Incorporation is hereby amended to read as follows:

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue and have outstanding Twenty Two Thousand One Hundred and Thirty Four and 00/100 shares of common stock at no par value.

The undersigned certifies that the foregoing amendment was duly adopted by unanimous consent of all of the shareholders and directors entitled to vote as of November 1, 1994.

Dated: 7/22/02.

FALCON FARMS, INC.

By:

Jairo Rengifo,
President/Director/Shareholder

FILED
07 FEB -8 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this day of July 24, 2002, by Jairo Rengifo who is personally known to me to be the person who executed the foregoing Articles of Amendment as President of the corporation, and he acknowledged

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before me that he executed such instrument on behalf of the corporation.


WITNESS my hand and official seal, at the County and State aforesaid, on
July 22, 2002.



John C. Lukacs
Notary Public
State of New York
My Commission Expires
August 23, 2005
New York Trust and Insurance, Inc.

Place Notary Seal and Commission
expiration stamp above this line.

SEAL


Signature of Notary Public

John C. Lukacs
Type or Print Name of Notary Public
above this line.

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(3)

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ARTICLES OF AMENDMENT BY BOARD OF DIRECTORS
ESTABLISHING SERIES OF SHARES

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned corporation hereby submits the following information relating to the adoption by the board of directors of a series of shares, including the rights and preferences of such shares.

1. The name of the corporation is Falcon Farms, Inc. M50008
2. The amendment establishing and designating the series, and fixing and determining the relative rights and preferences thereof is as follows:

This corporation is authorized to establish and issue six thousand (6121) shares of preferred stock at the value of \$1,000.00 per share. Said shares shall be entitled to receive an annual cumulative dividend which shall begin to accrue on April 1, 2002, in the amount of prime plus 2.5% of its stated value and contain a right of redemption at any time at a price of \$1,000.00 per share together with the amount, if any, of cumulative dividends outstanding as of the date of redemption. Said stock shall have no preference rights and no voting rights except as otherwise required by law.

3. This amendment was adopted by the Board of Directors on April 1, 2001.

Dated:

5/29/02

5/25/02.

FALCON FARMS, INC.

By:

Jairo Rengifo,
President/Director/Shareholder

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 29th day of May, 2002,
by Jairo Rengifo who is personally known to me to be the person who executed the

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 FEB -9 PM 2:46

TOTAL P.03


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foregoing Articles of Amendment as President of the corporation, and he acknowledged
before me that he executed such instrument on behalf of the corporation.

WITNESS my hand and official seal, at the County and State aforesaid, on
May 29, 2002.



John C. Lukacs
MY COMMISSION # 00036017 EXPIRES
August 23, 2005
BONDED THROUGH TROY NAH INSURANCE, INC.


Signature of Notary Public

John C. Lukacs
Type or Print Name of Notary Public
above this line.

Place Notary Seal and Commission
expiration stamp above this line.

SEAL

407000036800

EXHIBIT B

[See attached Bylaws]

BYLAWS
OF
FALCON FARMS, INC.,
a Florida corporation

ARTICLE I

OFFICES

Section 1. The location of the registered office of the corporation shall be as stated in the Articles of Incorporation, which location may be changed from time to time by the board of directors.

Section 2. The corporation may also have offices or branches at such other places, both within and without the State of Florida, as the board of directors may from time to time determine or as the business of the corporation may require.

ARTICLE II

MEETINGS OF SHAREHOLDERS

Section 1. All meetings of the shareholders shall be held at the registered office of the corporation, or at such other place either within or without the State of Florida as shall be designated from time to time by the board of directors and stated in the notice of the meeting.

Section 2. Annual meetings of shareholders shall be held on the first Tuesday of the third month of each fiscal year of the corporation if not a legal holiday in the state in which the meeting shall be held, and if a legal holiday, then on the next secular day following, at such time as determined by the board of directors, or at such other date and time as shall be designated from time to time by the board of directors and stated in the notice of the meeting. At the annual meeting, the shareholders shall elect a board of directors and transact such other business as may properly be brought before the meeting. If the annual meeting is not held on the date designated therefor, the board of directors shall cause the meeting to be held as soon thereafter as convenient.

Section 3. Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, may be called by the chairman of the board or president, and shall be called by the chairman of the board or president at the request in writing of a majority of the board of directors or at the request in writing of the holders of not less than a majority of all the shares entitled to vote at

a meeting. Such request shall state the purpose or purposes of the proposed meeting.

Section 4. The officer or agent who has charge of the stock transfer book for shares of the corporation shall make and certify a complete list of the shareholders entitled to vote at a shareholders' meeting, or any adjournment thereof. Such list shall be arranged alphabetically and by voting group. The list shall be arranged in alphabetical order with each class and series and show the address of each shareholder and the number of shares registered in the name of each shareholder. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any shareholder who is present.

Section 5. Except as may be provided by statute, written notice of an annual or special meeting of shareholders stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called, shall be delivered, either personally or by first-class mail, not less than 10 nor more than 60 days before the date of the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the shareholder at his address as it appears on the stock transfer books of the corporation with postage thereon prepaid.

Section 6. The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the shareholders for the transaction of business except as otherwise expressly required by statute or by the Articles of Incorporation. All shareholders present in person or represented by proxy at such meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum. If, however, such quorum shall not be initially present at any meeting of shareholders, a majority of the shareholders entitled to vote thereat shall nevertheless have power to adjourn the meeting from time to time and to another place, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting, at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. If after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each shareholder of record entitled to vote at the meeting.

Section 7. When an action other than the election of directors is to be taken by vote of the shareholders, it shall be authorized by the affirmative vote of a majority of the shares

represented at the meeting and entitled to vote on the subject matter, unless a greater plurality is required by express requirement of the statutes or of the Articles of Incorporation, in which case such express provision shall govern and control the decision of such question. "Shares represented at the meeting" shall be determined as of the time the existence of the quorum is determined. Except as otherwise expressly required by the Articles of Incorporation, directors shall be elected by a plurality of the votes cast at an election.

Section 8. Except as otherwise provided by law, each shareholder shall at every meeting of the shareholders be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such shareholder except as otherwise expressly required in the Articles of Incorporation. A vote may be cast either orally or in writing. Each proxy shall be in writing and signed by the shareholder or his authorized agent or representative. A proxy is not valid after the expiration of 11 months after its date unless the person executing it specifies therein the length of time for which it is to continue in force. Unless prohibited by law, a proxy otherwise validly granted by telegram shall be deemed to have been signed by the granting shareholder. All questions regarding the qualification of voters, the validity of proxies and the acceptance or rejection of votes shall be decided by the presiding officer of the meeting.

Section 9. Attendance of a person at a meeting of shareholders in person or by proxy constitutes a waiver of notice of the meeting except where the shareholder, at the beginning of the meeting, objects to holding the meeting or transacting business at the meeting.

Section 10. Unless otherwise provided by the Articles of Incorporation, any action required to be taken at any annual or special meeting of the shareholders, or any other action which may be taken at any annual or special meeting of the shareholders may be taken without a meeting, without prior notice, and without a vote if a consent in writing, setting forth the action so taken, shall be signed by holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize such action at a meeting at which all shares entitled to vote thereon were present and voted. Within 10 days after obtaining such authorization by written consent, notice shall be given to those shareholders who have not consented in writing. The notice shall fairly summarize the material features of the authorized action and, if the action is of a type for which dissenters' rights are provided for by statute, the notice shall contain a clear statement of the right of shareholders dissenting therefrom to be paid the fair value of their shares upon compliance with further provisions of such statute regarding the rights of dissenting shareholders.

ARTICLE III

DIRECTORS

Section 1. The business and affairs of the corporation shall be managed by or under the direction of its board of directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the shareholders.

Section 2. The number of directors which shall constitute the whole board shall be five. The number of directors shall be determined from time to time by resolution of the board of directors. In the absence of an express determination by the board, the number of directors, until changed by the board, shall be that number of directors elected at the most recently held annual meeting of shareholders or, if no such meeting has been held, the number elected by the incorporator in the initially filed Articles of Incorporation. The directors shall be elected at the annual meeting of the shareholders, except as provided in Section 3 of this article, and each director elected shall hold office until his successor is duly elected and qualified or until his death, resignation or removal. Directors need not be shareholders or officers of the corporation.

Section 3. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by the affirmative vote of a majority of the directors then in office, though less than a quorum, or by a sole remaining director, or by the shareholders, and the directors so chosen shall hold office until the next annual election of directors by the shareholders and until their successors are duly elected and qualified or until their death, resignation or removal. Any director may be removed, with or without cause, by the shareholders at a meeting of the shareholders called expressly for that purpose.

Section 4. The board of directors of the corporation may hold meetings, both regular and special, either within or without the State of Florida. Unless otherwise restricted by the Articles of Incorporation, members of the board of directors, or any committee designated by the board, may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 5. The first board of directors shall hold office until the first annual meeting of shareholders.

Thereafter, the first meeting of each newly elected board of directors shall be held promptly following the annual meeting of shareholders on the date thereof. No notice of such meeting shall be necessary to the newly elected directors in order to legally constitute the meeting, provided a quorum shall be present. In the event such meeting is not so held, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the board of directors.

Section 6. Regular meetings of the board of directors may be held at such time and at such place as shall from time to time be determined by the board of directors or by the chairman of the board or president. Any notice given of a regular meeting need not specify the business to be transacted or the purpose of the meeting.

Section 7. Special meetings of the board may be called by the chairman of the board or president on ten working days' notice to each director by mail or by telephone, telegram or facsimile transmission; special meetings shall be called by the chairman of the board or president in like manner and on like notice on the written request of three directors. The notice shall specify the business to be transacted or the purpose of the special meetings. The notice shall specify the place of the special meeting.

Section 8. At all meetings of the board, a majority in the number of directors determined pursuant to Article III, Section 2 of these Bylaws shall constitute a quorum for the transaction of business. At all meetings of a committee of the board a majority of the directors then members of the committee in office shall constitute a quorum for the transaction of business. The act of a majority of the members present at any meeting at which there is a quorum shall be the act of the board of directors or the committee, unless the vote of a larger number is specifically required by statute, by the Articles of Incorporation, or by these Bylaws. If a quorum shall not be present at any meeting of the board of directors or a committee, the members present thereat may adjourn the meeting from time to time and to another place without notice other than announcement at the meeting, until a quorum shall be present.

Section 9. Unless otherwise provided by the Articles of Incorporation, any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting, if, before or after the action, all members of the board or committee consent thereto in writing. The written consents shall be filed with the minutes of proceedings of the board or committee. Such consents shall have the same effect as a vote of the board or committee for all purposes.

Section 10. A majority of the full board of directors may, by resolution, designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution of the board, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation; provided, however, such a committee shall not have the power or authority to:

(a) approve or recommend to shareholders actions or proposals required by statute to be approved by the shareholders,

(b) fill vacancies on the board of directors or any committee thereof,

(c) adopt, amend or repeal the Bylaws of the corporation,

(d) authorize or approve the reacquisition of shares unless pursuant to a general formula or method specified by the board of directors, or

(e) authorize or approve the issuance or sale or contract for the sale of shares, or determine the designation and relative rights, preferences and limitations of a voting group, except that the board of directors may authorize a committee (or a senior executive officer of the corporation) to do so within limits specifically prescribed by the board of directors.

Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the board of directors. A committee, and each member thereof, shall serve at the pleasure of the board.

Section 11. Each committee shall keep regular minutes of its meetings and report the same to the board of directors when required.

Section 12. By resolution of the board of directors and irrespective of any personal interest of any director, the board may establish reasonable compensation of directors for services to the corporation as directors, officers or members of a committee. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 13. A director may resign by written notice to the corporation. The resignation is effective upon its delivery to the corporation or a subsequent time as set forth in the notice of resignation.

Section 14. Attendance of a director at a meeting constitutes a waiver of the meeting except where a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

ARTICLE IV

NOTICES

Section 1. Whenever, under the provisions of the statutes or of the Articles of Incorporation or of these Bylaws, written notice is required to be given to any director, committee member or shareholder, such notice may be given in writing by mail (registered, certified or other first class mail) addressed to such director, shareholder or committee member at his address as it appears on the records of the corporation, with postage thereon prepaid. Such notice shall be deemed to be given at the time when the same shall be deposited in a post office or official depository under the exclusive care and custody of the United States postal service.

Section 2. Whenever any notice is required to be given under the provision of the statutes or of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the shareholders, directors or a committee, need be specified in any written waiver of notice.

ARTICLE V

OFFICERS

Section 1. The officers of the corporation shall be chosen by the board of directors at its first meeting after each annual meeting of shareholders. There shall be a president, a secretary and a treasurer. The board of directors may also create and fill the offices of chairman of the board and vice-chairman of the board, and may choose one or more vice-presidents, one or more assistant secretaries, and one or more assistant treasurers. Any number of offices may be held by the same person, but the board by

Section 7. The secretary shall act under the direction of the president. Subject to the direction of the president he shall attend all meetings of the board of directors and all meetings of the shareholders and record the proceedings. He shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the board of directors, and shall perform such other duties as may be prescribed by the president or the board of directors. He shall keep in safe custody the seal of the corporation, if a corporate seal is adopted by the board of directors. When authorized by the president or the board of directors, he shall cause the seal of the corporation to be affixed to any instrument requiring it. He shall be responsible for maintaining the stock transfer book and minute book of the corporation and shall be responsible for their updating.

Section 8. The assistant secretaries shall act under the direction of the president. In the order of their seniority in office, unless otherwise determined by the president or the board of directors, they shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary. They shall perform such other duties and have such other powers as the president or the board of directors may from time to time prescribe.

Section 9. The treasurer shall act under the direction of the president. Subject to the direction of the president he shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors. He shall disburse the funds of the corporation as may be ordered by the president or the board of directors, taking proper vouchers for such disbursements, and shall render to the president and the board of directors, at its regular meetings, or when the board of directors so requires, an account of all his transactions as treasurer and of the financial condition of the corporation. He may affix or cause to be affixed the seal of the corporation to documents so requiring the seal, if a corporate seal is adopted by the board of directors.

Section 10. The assistant treasurers in the order of their seniority of office, unless otherwise determined by the president or the board of directors shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer. They shall perform such other duties and have such other powers as the president or the board of directors may from time to time prescribe.

Section 11. To the extent the powers and duties of the several officers are not provided from time to time by resolution or other directive of the board of directors or by the president (with respect to other officers), the officers shall have all powers and shall discharge the duties customarily and usually held and performed by like officers of the corporations similar in organization and business purposes to this corporation.

ARTICLE VI

CERTIFICATES OF STOCK AND SHAREHOLDERS OF RECORD

Section 1. The shares of stock of the corporation shall be represented by certificates signed by, or in the name of the corporation by, the president or a vice-president and by the secretary or an assistant secretary of the corporation. Each holder of stock in the corporation shall be entitled to have such a certificate certifying the number of shares owned by him in the corporation.

Section 2. Any of or all the signatures on the certificate may be a facsimile if the certificate is countersigned by a transfer agent or registered by a registrar other than the corporation itself or its employee. In case any officer who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer at the date of issue. The seal of the corporation or a facsimile thereof may, but need not, be affixed to the certificates of stock.

Section 3. The board of directors may direct a new certificate for shares to be issued in place of any certificate theretofore issued by the corporation alleged to have been lost or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost or destroyed. When authorizing such issue of a new certificate, the board of directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost or destroyed certificate, or his legal representative, to give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost or destroyed.

Section 4. Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled

thereto, cancel the old certificate and record the transaction upon its stock transfer book for shares of the corporation.

Section 5. In order that the corporation may determine the shareholders entitled to notice of, or to vote at, any meeting of shareholders or any adjournment thereof, or to express consent to, or to dissent from, a proposal without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or for the purpose of any other action, the board of directors may fix, in advance, a date as a record date, which shall not be more than 70 nor less than 10 days before the date of such meeting, nor more than 70 days prior to any other action. The stock transfer books of the corporation shall not be closed.

If no record date is fixed:

(a) The record date for determining the shareholders of record entitled to notice of, or to vote at, a meeting of shareholders shall be at the close of business on the day on which notice is given, or, if no notice is given, at the close of business on the day next preceding the day on which the meeting is held; and

(b) the record date for determining shareholders for any other purpose shall be at the close of business on the day on which the board of directors adopts the resolution relating thereto.

A determination of shareholders of record entitled to notice or to vote at a meeting of shareholders shall apply to any adjournment of the meeting; provided, however, that the board of directors may fix a new record date for the adjourned meeting.

Section 6. The corporation shall be entitled to recognize the exclusive right of a person registered upon its stock transfer book for shares of the corporation as the owner of shares for all purposes, including voting and dividends, and shall not be bound to recognize any equitable or other claim to interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Florida.

ARTICLE VII

INDEMNIFICATION

Section 1. The corporation shall indemnify against liability, and advance expenses to, to the fullest extent authorized or permitted by the provisions at 607.0850 Fl.Stat.

(other than 607.0850), Florida Business Corporation Act, as amended, (or any amendment or successor provision thereof or any other statutory provision authorizing or permitting such indemnification or advancement of expenses which is adopted after the date this Article VII is adopted) any person, and his heirs, executors, administrators and legal representatives, who is or was a party to any proceeding by reason of the fact that such person is or was a director, officer, employee or agent of the corporation or is or was serving as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise at the request of the corporation. Officers and directors who are so entitled to be indemnified shall be paid their expenses in advance of a final disposition of the proceeding to the maximum extent authorized or permitted by the provisions of 607.0850(6) Fl.Stat. or any amended or successor section.

Section 2. Article VII, Section 1 of these Bylaws shall not be construed to mean that indemnification and advancement of expenses by the corporation pursuant to 607.0859(7) Fl.Stat. is not permitted. The corporation may indemnify and advance expenses to any person pursuant to Section 607.0850(7) Fl.Stat., or any amended or successor section, to the extent and in the manner desired by the corporation and permitted by law.

Section 3. Terms used in this Article VII shall have the meanings ascribed to them in 607.0850(11) Fl.Stat. or any amended or successor section.

ARTICLE VIII

GENERAL PROVISIONS

Section 1. All checks, drafts or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may from time to time designate.

Section 2. The fiscal year of the corporation shall be fixed from time to time by resolution of the board of directors, but shall end on December 31st of each year if not otherwise fixed by the board.

Section 3. The board of directors may adopt a corporate seal for the corporation. The corporate seal shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Florida." The seal may be used by causing it or a

facsimile thereof to be impressed or affixed or reproduced or otherwise. Except as otherwise provided by law, the failure to affix the seal of the corporation to a document shall not affect the validity thereof.

Section 4. The corporation shall keep within or without the State of Florida books and records of account and minutes of the proceedings of its shareholders, board of directors and executive committee, if any. The corporation shall keep at its registered office or at the office of its transfer agent within or without the State of Florida a stock transfer book for shares of the corporation containing the names and addresses of all shareholders, the number, class and series of shares held by each and the dates when they respectively became holders of record thereof. Any of such stock transfer book, books, records or minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 5. These Bylaws shall govern the internal affairs of the corporation, but only to the extent they are consistent with law and the Articles of Incorporation. Nothing contained in the Bylaws shall, however, prevent the imposition by contract of greater voting, notice or other requirements than those set forth in these Bylaws.

ARTICLE IX

AMENDMENTS

Section 1. The Bylaws may be amended or repealed, or new Bylaws may be adopted, by action of either the shareholders or the board of directors. The shareholders may from time to time specify particular provisions of the Bylaws which shall not be altered or repealed by the board of directors.

I:\W-CO\32508\001\FALCON

State of Florida

Department of State



I certify from the records of this office that FALCON FARMS, INC. is a corporation organized under the laws of the State of Florida, filed on April 9, 1987.

The document number of this corporation is M50008.

I further certify that said corporation has paid all fees due this office through December 31, 2009, that its most recent annual report was filed on March 23, 2009, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

*Given under my hand and the Great Seal of
Florida, at Tallahassee, the Capital, this the
Twenty First day of May, 2009*

A handwritten signature in black ink, appearing to read 'D. B. ...', written over a horizontal line.

Secretary of State



Authentication ID: 500156255495-052109-M50008

To authenticate this certificate, visit the following site, enter this ID, and then follow the instructions displayed.

<https://efile.sunbiz.org/certauthver.html>

ESTADO DE FLORIDA
DEPARTAMENTO DE ESTADO

Yo certifico de los registros de esta oficina que FALCON FARMS, INC., es una corporación organizada bajo las leyes de el Estado de Florida, archivado en Abril 9, 1987.



El número del documento de esta corporación es M50008.

Certifico además que la mencionada corporación ha pagado todos los honorarios adeudados a esta oficina hasta Diciembre 31, 2009, su más reciente reporte anual fue archivado en Marzo 23, 2009, y su estatus es activo.

Certifico además que dicha corporación no ha presentado Artículos de Disolución.

Dado en mi mano y el gran sello del estado de Florida, en Tallase, el capitolio, el veintiuno de mayo de 2009.

Firma ilegible

Secretario de Estado

Autenticación: 500156255495-052109-M50008

Para autenticar el certificado, visite el siguiente sitio Web, introduzca este ID, y luego siga las instrucciones que aparecen.

<https://efile.sunbiz.org/certauthver.html>

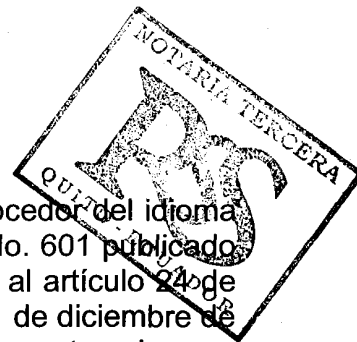
Sello del Estado de Florida

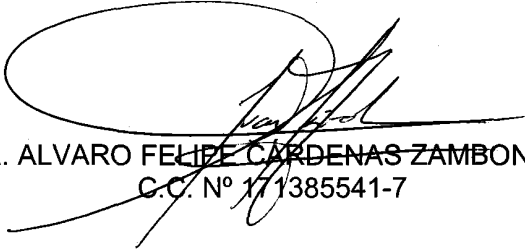
Es traducción fiel y completa del texto inglés, de lo que doy fe.

26.11.2009

TRADUCCION

Yo, ALVARO FELIPE CÁRDENAS ZAMBONINO, conocedor del idioma Inglés, y conforme lo faculta el artículo 6 del Decreto No. 601 publicado en el Registro Oficial No. 148 de Marzo 20 de 1985, y al artículo 24 de la Ley 50 publicado en el Registro Oficial No. 349 de 31 de diciembre de 1993; procedí a traducir al Castellano, el documento que antecede.




SR. ALVARO FELIPE CÁRDENAS ZAMBONINO
C.C. N° 171385541-7

CERTIFICACIÓN DE FIRMA

El suscrito Notario certifica que la firma puesta al pie del documento que antecede y que pertenece al señor ALVARO FELIPE CÁRDENAS ZAMBONINO, portador de la cédula de ciudadanía número 171385541-7, es la que, según su propia declaración, utiliza en todos sus actos y contratos, públicos y privados. El compareciente es de nacionalidad ecuatoriana, de estado civil soltero, mayor de edad, domiciliado en esta ciudad de Quito y legalmente capaz para contratar y obligarse, de todo lo cual DOY FE. Quito, hoy día, jueves veintiséis (26) de noviembre del dos mil nueve.—



DR. ROBERTO SALGADO SALGADO
NOTARIO TERCERO
QUITO ECUADOR

