

CERTIFICATE OF LIMITED LIABILITY COMPANY
DOMESTICATION

FIRST: This Non-United States Entity was first formed, incorporated, created or otherwise came into being in the following jurisdiction: Panama

SECOND: This Non-United States Entity was first formed, incorporated, created or otherwise came into being on: September 14, 2001

THIRD: The name of this Non-United States Entity immediately prior to filing this Certificate of Limited Liability Company Domestication was: Cafiesa International S.A.

FOURTH: As set forth in a Delaware Certificate of Formation, the name of the Delaware Liability Company is: Cafiesa International, LLC

FIFTH: The Effective Date of Domestication shall be the time and date of filing this Certificate.

SIXTH: The Non-United States jurisdiction that constituted the principal place of business, seat, siege, social, or place of administration of the corporation, or any equivalent thereto under applicable law, immediately prior to the filing of this Certificate of Domestication was: British Virgin Islands

This Non-United States Entity, hereinbefore names, has authorized me, the undersigned, to sign this Certificate of Domestication on behalf of this Non-United States Entity as authorized in the manner provided by the document, instrument, agreement, or other writing, as the case may be, governing the internal affairs of the Non-United States Entity and the conduct of its business or by applicable non-Delaware law, as appropriate.

I, the undersigned, do make this Certificate of Domestication of Limited Liability Company, hereby declaring and certifying that this is my act and deed, and the facts therein stated are true and, accordingly, I have hereunto set my hand and seal this 19th day of December, 2005.

Name of Non-United States Entity

Cafiesa International S.A.

Signature of Authorized Agent:

Print Name

José A. Carvajal
José A. Carvajal

20 JUL 2011

Es Conforme a su Original
Lo Certifico

[Signature]
Dr. Piero Averati Vincenzini
NOTARIO FIDUCIARIO MINISTERO

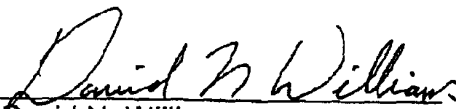
State of Delaware
Secretary of State
Division of Corporations
Delivered 04:00 PM 12/22/20
FILED 03:54 PM 12/22/2005
SRV 05102544 - 4083095 FII

CERTIFICATE OF FORMATION
OF
Cafiesa International, LLC

The undersigned, being an authorized person for purposes of executing this Certificate of Formation on behalf of Cafiesa International, LLC, a Delaware Limited Liability Company (the "L.L.C."), desiring to comply with the requirements of 6 Del.C. Section 18-201 and the other provisions of the Delaware Limited Liability Company Act, 6 Del.C. Section 18-101, et seq. (the "Act"), hereby certifies as follows:

1. Name of the L.L.C. - The name of the L.L.C. is: Cafiesa International, LLC
2. Registered Office and Registered Agent of the L.L.C. - The name of the registered agent for service of process on the L.L.C. in the State of Delaware is Agents and Corporations, Inc. The address of the registered agent of the L.L.C. and the address of the registered office of the L.L.C. in the State of Delaware is 1201 Orange Street, Suite 600, City of Wilmington, New Castle County, Delaware 19801.
3. Date of Formation and Effective Date - The date of formation and the effective date of the L.L.C. shall be the date of filing of this Certificate of Formation with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned hereby executes this Certificate of Formation in accordance with the provisions of 6 Del.C. Section 18-201 this 22nd day of December, 2005.


David N. Williams
(Authorized Person)

20 JUL 2011

Es Conforme a su Original
Lo Certifico

Dr. Piero Azzari Vincenzini
Notario Publico

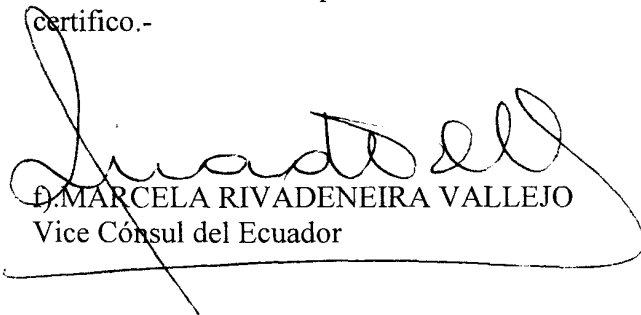


REPÚBLICA DEL ECUADOR
CONSULADO GENERAL DEL ECUADOR EN
NEW JERSEY



CERTIFICACION DE RECONOCIMIENTO DE FIRMA No. 4 / 2011

En la ciudad de NEWARK, ESTADOS UNIDOS DE AMERICA, a los trece días del mes de julio del dos mil once, ante mí, MARCELA RIVADENEIRA VALLEJO Vice Cónsul del Ecuador en esta ciudad, comparece LEILA JULIANA CARVAJAL ERKER mayor de edad, de nacionalidad ECUATORIANA, con domicilio en NEW JERSEY, con cédula número 1707176101, legalmente capaz a quien de conocer doy fe, libre y voluntariamente, comparece ante mí y suscribe el documento adjunto. Certifico que la firma es auténtica, la compareciente firma en mi presencia el documento adjunto, utilizando la rúbrica que usa en todos sus actos tanto civiles como judiciales.- Lo certifico.-


D. MARCELA RIVADENEIRA VALLEJO
Vice Cónsul del Ecuador

ARANCEL CONSULAR : II-9.4 ; US\$ 20
CNJ



20 JUL 2011

Es Conforme a su Original
Lo Certifico

Dr. Piero Aycart Vincenzini
Piero Aycart Vincenzini

CONSULTADO GENERAL DEL ECUADOR
CAFIESA INTERNATIONAL LLC

Al firmar este documento, los que suscriben, que son todos los miembros Cafiesa International LLC una compañía de responsabilidad limitada de Delaware (la "Compañía"), otorgan el consentimiento para la adopción de las siguientes acciones sin una reunión de los miembros de la Junta de Administración [los administradores] de conformidad con el términos del Acuerdo Operativo de la Compañía:

RESUELVE, que José A. Carvajal es elegido para servir como administrador principal del Consejo de Administración de la Sociedad por un período que comenzará en la fecha de dicha aprobación, a la acción y termina en la próxima reunión de los miembros de la Compañía, convocada al efecto de elegir a los administradores, o el gerente tras la muerte, renuncia o destitución, si es anterior.

RESUELVE, que José A. Carvajal tiene el poder absoluto de las siguientes acciones:

- 1) Representar a la Sociedad en cualquier contrato de arrendamiento, intercambio, hipoteca, dación de prendas, compra, negociación o cualquier otra acción para aplicar el plan de la Compañía con su compañía afiliada Triairi S.A.
- 2) Establecer cualquier nueva subsidiaria, filial, agencia o compañía hermana de la Compañía, si es necesario para el objetivo comercial de la empresa;
- 3) Representar a la Sociedad en cualquier acuerdo o de firmar cualquier contrato en nombre de la empresa para cumplir el plan antes mencionado.
- 4) Autorizar, contratar o delegar en una transacción o acción que involucre a cualquier otra persona o partido en nombre de la empresa para este fin.

Las medidas tomadas serán efectivas cuando este consentimiento a la acción haya sido firmado por todos los miembros de la Compañía.

Fecha: 18 Julio 2011

José A. Carvajal

Fecha: Jul 13/2011

Leila J. Carvajal-Erker

20 JUL 2011
Es Conforme a su Original
Lo Certifico

Dr. Piero Arcari Vincenzini
Notario Público

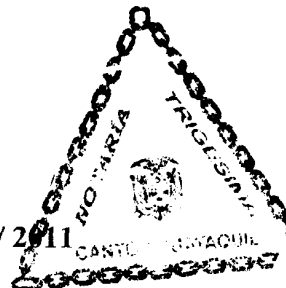




REPÚBLICA DEL ECUADOR
CONSULADO GENERAL DEL ECUADOR EN
NEW JERSEY

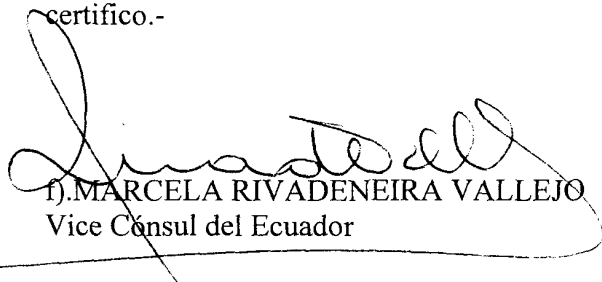


Ministerio
de Relaciones Exteriores,
Comercio e Integración



CERTIFICACION DE RECONOCIMIENTO DE FIRMA No. 3 / 2011

En la ciudad de NEWARK, ESTADOS UNIDOS DE AMERICA, a los trece días del mes de julio del dos mil once, ante mí, MARCELA RIVADENEIRA VALLEJO Vice Cónsul del Ecuador en esta ciudad, comparece LEILA JULIANA CARVAJAL ERKER mayor de edad, de nacionalidad ECUATORIANA, con domicilio en NEW JERSEY, con cédula número 1707176101, legalmente capaz a quien de conocer doy fe, libre y voluntariamente, comparece ante mí y suscribe el documento adjunto. Certifico que la firma es auténtica, la compareciente firma en mi presencia el documento adjunto, utilizando la rúbrica que usa en todos sus actos tanto civiles como judiciales.- Lo certifico.-


D. MARCELA RIVADENEIRA VALLEJO
Vice Cónsul del Ecuador

ARANCEL CONSULAR : II-9.4 ; US\$ 20
CNJ



20 JUL 2011

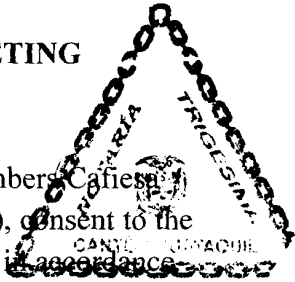
Es Conforme a su Original
Lo Certifico

Dr. Piero Ayest Vincenzini
Notario Trigesima



CONSENT TO ACTION BY MEMBER WITHOUT A MEETING CAFIESA INTERNATIONAL LLC

By signing this document, the undersigned, who are all of the members of Cafiesa International LLC, a Delaware limited liability company (the "Company"), consent to the taking of the following actions without a meeting of members [managers] in accordance with the terms of the Operating Agreement of the Company:



RESOLVED, that Jose A. Carvajal is elected to serve as a principal manager of the Board of Management of the Company for a term beginning on the date of this consent to action and ending at the next meeting of members of the Company called for the purpose of electing managers, or the manager's death, resignation, or removal, if earlier.

RESOLVED, that Jose A. Carvajal has the full power for the following actions:

- 1) *To represent the Company in any lease, exchange, mortgage, pledge, purchase, negotiate or any other action to implement the Company's plan with the Company's daughter company Triairi S.A.*
- 2) *To establish any new subsidiary, affiliate, agency, or sister company of the Company if required for the Company's business purpose;*
- 3) *To represent the Company in any agreement or to sign any contract on behalf of the Company to fulfill the above mentioned plan.*
- 4) *To authorize, hire or delegate a transaction or action involving any other person or party on behalf of the Company for this purpose.*

The actions taken will be effective when this Consent to Action has been signed by all members of the Company.

Date: 98 Julio 2011

Jose A. Carvajal
Jose A. Carvajal

Es Conforme a su Original
Lo Certifico

Dr. Pina Ayala Vincenzini
Notario Publico

Date: Jul 13/2011

Leila J. Carvajal-Erker
Leila J. Carvajal-Erker



20 JUL 2011