

**CONSENT TO ACTION BY MEMBER WITHOUT A MEETING
CAFIESA INTERNATIONAL LLC**

By signing this document, the undersigned, who are all of the members 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:

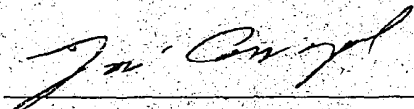
RESOLVED, that Jose A. Carvajal is elected to serve as a principal manager of the Company for a term beginning on the date of this consent to action and ending at the next meeting of members of the Company called for the purpose of electing managers, or the manager's death, resignation, or removal, if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

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

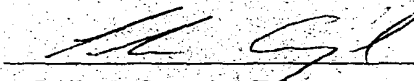
- 1) To represent the Company in any lease, exchange, mortgage, pledge, purchase, negotiate or any other action to implement the Company's plan to establish a cocoa processing facility in the Republic of Ghana.*
- 2) To establish a new subsidiary, affiliate, agency, or sister company of the Company for this 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.*

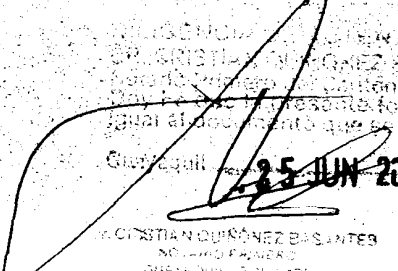
The actions taken will be effective when this Consent to Action has been signed by all members of the Company.

Date: March 14/2006


Jose A. Carvajal

Date: March 8/2006


Leila J. Carvajal-Erker


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