

Apostille

(Convention de La Haye du 5 Octobre 1961)



1. Country: **United States of America**
This public document
2. has been signed by **Norman Goodman**
3. acting in the capacity of **County Clerk**
4. bears the seal/stamp of the county of **New York**

Certified

5. At New York, New York
6. the 14th day of December 2012
7. by Special Deputy Secretary of State, State of New York
8. No. NYC-117857C
9. Seal/Stamp
10. Signature



Sandra J. Tallman

Sandra J. Tallman
Special Deputy Secretary of State

**ANNUAL MINUTES OF JOINT ACTIONS TAKEN
BY THE SHAREHOLDERS AND BOARD OF DIRECTORS OF
Cafiesa International Inc.**



These Minutes describe certain joint actions taken by the Shareholders and the Board of Directors of Cafiesa International Inc, a business corporation, at an annual meeting thereof and pursuant to laws of the State of New York relating to Corporations.

The Shareholders and Directors acknowledge that it is necessary or desirable to take various actions in connection with the corporation. Therefore, the undersigned Shareholders and Directors, being all of the Shareholders entitled to vote on these matters, all the members of the Board of Directors of the corporation, do hereby waive (i) notice of the time, place and purpose of, (ii) call of, and (iii) the necessity of annual Shareholders' and Board of Directors' meetings thereof and unanimously and severally and collectively adopt the following Acts and Resolutions as being the joint actions of the Shareholders and Board of Directors, as if in a meeting duly assembled:

Election of Directors:

RESOLVED, that each of the following persons are hereby elected to serve as a member of the Board of Directors of the Corporation, and to hold said position until the next annual meeting of the Board of Directors or until the earlier of their resignation or removal, or until their respective successors shall be duly elected and qualified:

Name	Address
Jose Adolfo Carvajal Candell	Km. 4.5 via Duran Tambo Duran, Ecuador _____ _____
Leila J. Carvajal Erker	224 48th Street Brooklyn, NY 11220 _____ _____

Election of Officers:

RESOLVED, that each of the following persons are hereby elected to serve as an officer of the Corporation, to hold the office or offices set forth opposite their respective names until the first annual meeting of the Board of Directors, until their earlier resignation or removal, or until their successors are duly elected and qualified:

<u>Office</u>	<u>Name</u>
President	Jose A. Carvajal Candell
Vice-President	Leila J. Carvajal-Erker
Secretary-Treasurer	Leila J. Carvajal-Erker



Ratification of Former Actions:

RESOLVED, that the actions of the Officers and Directors of the Corporation for the year 2012 and 2013 are hereby ratified and approved.

Other Business:

RESOLVED, that the Directors and Shareholders of the Company decided freely and voluntarily to transfer of all shares and stocks of the following companies held by CAFIESA INTERNATIONAL LLC. (a Delaware LLC) to Cafiesa International Inc. (a NY Corporation):

ESTEVIA PENINSULAR S.A. ESTPENSA – ID number: 0992644753001 which accepts the transfer of 840,00 ordinary and nominative shares of US\$1,00 each, giving a total value of US\$ 840,00

GINSETI S.A. – ID number: 0991262865001 which accepts the transfer of 799,00 ordinary and nominative shares of US\$1,00 each, giving a total value of US\$ 799,00

ATENASCOR S.A. – ID number: which accepts the transfer of 799,00 ordinary and nominative shares of US\$1,00 each, giving a total value of US\$ 799,00

TRIAIRI S.A. – ID number: 0991000070001 which accepts the transfer of 323.305 ordinary and nominative shares of US\$10,00 each, giving a total value of US\$ 3.233.050,00

CACAO FINOS ECUATORIANOS S.A. – ID number: 0992630248001 which accepts the transfer of 3.798.999,00 ordinary and nominative shares of US\$1,00 each, giving a total value of US\$ 3.798.999,00

THE UNDERSIGNED SHAREHOLDERS AND DIRECTORS, BEING ALL THE SHAREHOLDERS ENTITLED TO VOTE ON THE MATTERS DESCRIBED ABOVE AND ALL AND THE ENTIRE MEMBERSHIP OF THE BOARD OF DIRECTORS OF CAFIESA INTERNATIONAL INC. DO HEREBY CONSENT TO THE FOREGOING RESOLUTIONS AS BEING THE JOINT ANNUAL ACTIONS OF THE SHAREHOLDERS AND DIRECTORS OF SUCH CORPORATION TO BE EFFECTIVE AS OF NOVEMBER 27, 2012.

Shareholder and Director

LEILA CARVAJAL-ERKER
Shareholder and Director

ATTEST: _____
LEILA CARVAJAL-ERKER Secretary

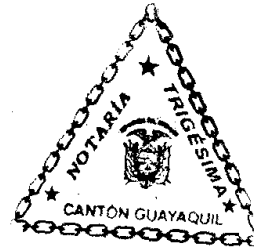
STATE OF NY
COUNTY OF NY

Subscribed and sworn to
before me this day of

2012

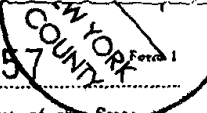
Notary Public

Raymond Goodwin
Notary Public, State of New York
No. 01GO6245678
Qualified in New York County
Commission Expires Aug. 1, 2015



State of New York } ss:
County of New York, }

968857



I, NORMAN GOODMAN, County Clerk and Clerk of the Supreme Court of the State of New York, in and for the County of New York, a Court of Record, having by law a seal, DO HEREBY CERTIFY pursuant to the Executive Law of the State of New York, that

Raymond Goodman

whose name is subscribed to the annexed affidavit, deposition, certificate of acknowledgment or proof, was at the time of taking the same a NOTARY PUBLIC in and for the State of New York duly commissioned, sworn and qualified to act as such; that pursuant to law, a commission or a certificate of his official character, with his autograph signature has been filed in my office; that at the time of taking such proof, acknowledgment or oath, he was duly authorized to take the same; that I am well acquainted with the handwriting of such NOTARY PUBLIC or have compared the signature on the annexed instrument with his autograph signature deposited in my office, and I believe that such signature is genuine.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal this

FEE PAID \$3.00

DEC 14 2012

Norman Goodman

County Clerk and Clerk of the Supreme Court, New York County