

KELLOGG LATIN AMERICA HOLDING COMPANY (TWO)



En mi calidad de Secretario de KELLOGG LATIN AMERICA HOLDING COMPANY (TWO) LIMITED, bajo juramento y por este medio declaro que:

Kellogg Latin America Holding Company (Two) Limited es una compañía organizada y existente bajo las leyes de Inglaterra, legalmente constituida y establecida el 13 de diciembre de 2010, y registrada en Inglaterra; la totalidad del capital está representado exclusivamente por acciones emitidas en instrumentos nominativos.

Inglaterra 25 de julio de 2012

p. KELLOGG LATIN AMERICA HOLDING COMPANY (TWO) LIMITED

Por:

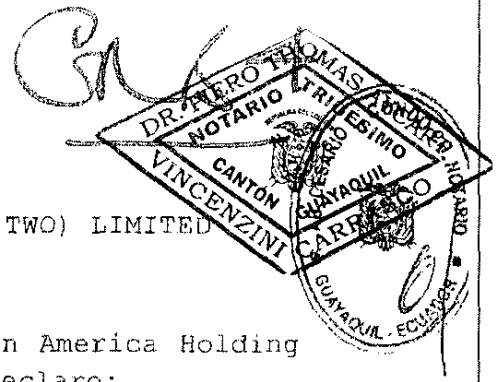
Nombre: Ben Goodman

Cargo: Secretario."

Doy fe que la traducción que antecede es la correcta.

Isabel Parada Arias
ISABEL PARADA ARIAS
TRADUCTORA

KELLOGG LATIN AMERICA HOLDING COMPANY (TWO) LIMITED

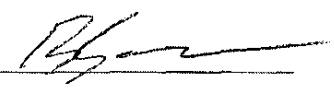


In my capacity as Secretary of Kellogg Latin America Holding Company (Two) Limited, under oath I hereby declare:

Kellogg Latin America Holding Company (Two) Limited a Corporation organized and existing under the laws of England, legally incorporated and established on December 13, 2010, registered in England; the entire capital is represented exclusively by stocks issued in nominative instrument.

England *25 July* 2012

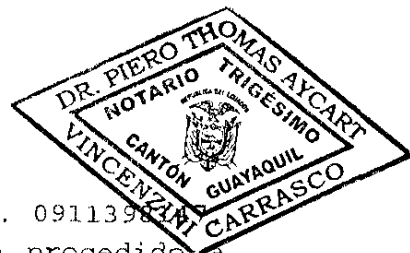
p. KELLOGG LATIN AMERICA HOLDING COMPANY (TWO) LIMITED

BY: 

NAME: *BEN GORMAN*

POSITION: SECRETARY





Señor notario:

Isabel Parada Arias, con cédula de ciudadanía No. 0911398, plena conocedora del idioma Inglés- Español, he procedido a traducir la Certificación de existencia legal de la compañía **KELLOGG LATIN AMERICA HOLDING COMPANY (TWO) LIMITED**, cuya traducción es la siguiente:

"LA LEY DE COMPAÑÍAS DEL 2006

Compañía No. **7467950**

El Registrador de Compañías de Inglaterra y Wales por este medio certifica que

KELLOGG LATIN AMERICA HOLDING COMPANY (TWO) LIMITED

Se constituyó bajo la *Ley de Compañías del 2006*

Como una compañía privada el **13 de diciembre de 2010**, que la compañía es **limitada por acciones** y su domicilio social se encuentra en **Inglaterra/ Wales**.

Dado en la Casa de las Compañías, el **27 de julio de 2012**.

T CRIDLAND

Por el Registro
de Compañías"

Doy fe que la traducción que antecede es la correcta.

Isabel Parada Arias
ISABEL PARADA ARIAS
TRADUCTORA



THE COMPANIES ACT 2006

Company No. **7467950**

The Registrar of Companies for England and Wales hereby certifies that

**KELLOGG LATIN AMERICA HOLDING COMPANY (TWO)
LIMITED**

was incorporated under the **Companies Act 2006**

as a private company on the **13th December 2010**, that the company is
limited by shares and the situation of its registered office is in
England/Wales.

Given at Companies House, the **27th July 2012**

T CRIDLAND

for the Registrar of Companies



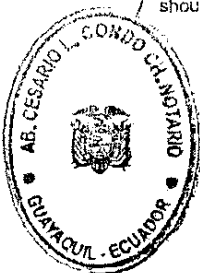
Companies House



APOSTILLE (Convention de La Haye du 5 octobre 1961)	
1. Country: Pays/Pais	United Kingdom of Great Britain and Northern Ireland
This public document Le présent acte public / El presente documento público	
2. Has been signed by a été signé par ha sido firmado por	T Criland
3. Acting in the capacity of agissant en qualité de quien actúa en calidad de	Officer of the Companies Registration Office,
4. Bears the seal/stamp of est revêtu du sceau / timbre de y está revestido del sello / timbre de	Not Applicable
Certified Attesté / Certificado	
5. at à / en	London
6. the le / el día	31 July 2012
7. by par / por	Her Majesty's Principal Secretary of State for Foreign and Commonwealth Affairs
8. Number sous no / bajo el número	J332355
9. Seal / stamp: Sceau / timbre: Sello / timbre:	
10. Signature: Signature: Firma:	O. Matti 

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If this document is to be used in a country which is not party to the Hague Convention of 5th October 1961, it should be presented to the consular section of the mission representing that country.



Ab. Cesario L. Conda Chiriboga
Notario 5o. del Cantón
Guayaquil

DOY FE: De conformidad con el numeral 5 del Art. 18 de la Ley Notarial reformada mediante Dec. Sup. No. 2336 del 31 de Marzo de 1978, publicada en el R.O. No. 364 de Abril 12 de 1978, que la fotocopia precedente es igual al original que se me exhibe, quedando en mi archivo fotocopia igual.

Guayaquil,

06 AGO 2012



Señor notario:

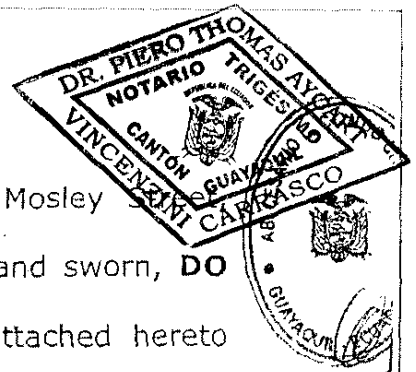
Isabel Parada Arias, con cédula de ciudadanía No. 0911398147, plena conocedora del idioma Inglés- Español, he procedido a traducir la Certificación de que la compañía **KELLOGG LATIN AMERICA HOLDING COMPANY (TWO) LIMITED**, no cotiza en bolsa, y su correspondiente razón notarial, cuya traducción es la siguiente:

"Yo, **GAVIN RICHARD BUSHELL**, Notario Público de 58 Mosley Street, Manchester, Inglaterra, por Autoridad Real debidamente reconocido y jurado, **EN ÉSTE INSTRUMENTO CERTIFICO Y ATESTIGUO** que el documento que se adjunta de fecha 25 de julio de 2012 y marcado GRB4 lleva la firma auténtica y verdadera de Ben Goodman (cuyo nombre completo es Benjamin Gordon Goodman) en su calidad de secretario de la compañía Kellogg Latin America Holding Company (Two) Limited ("La Compañía") y por estar así firmado es válido y vinculante para la compañía.

EN TESTIMONIO de lo que he puesto aquí firmo y estampo el sello de oficina en 58 Mosley Street, Manchester, Inglaterra.

Fecha: 25 de julio de 2012

GAVIN RICHARD BUSHELL, Notario Público
Manchester, Inglaterra
GRB/136/12/Ecuador

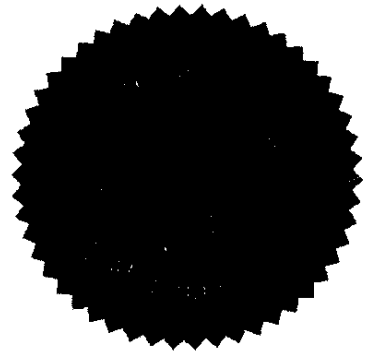


I, **GAVIN RICHARD BUSHELL**, Public Notary, of 58 Mosley Manchester, England, by Royal Authority duly admitted and sworn, **DO HEREBY CERTIFY AND ATTEST** that the document attached hereto dated 25 July 2012 and marked GRB4 bears the true and authentic signature of Ben Goodman (whose full name is Benjamin Gordon Goodman) in his capacity as Company Secretary of Kellogg Latin America Holding Company (Two) Limited ("the Company") and being so signed is valid and binding on the Company.

IN WITNESS of which I have hereunto set my hand and affixed my Seal of Office at 58 Mosley Street, Manchester, England.

Date: 25 July 2012

.....
Gavin Richard Bushell, Public Notary
Manchester, England
GRB/136/12/Ecuador





APOSTILLE (Convention de La Haye du 5 octobre 1961)	
1. Country: Pays/Pais	United Kingdom of Great Britain and Northern Ireland
This public document Le présent acte public / El presente documento público	
2. Has been signed by a été signé par ha sido firmado por	Gavin Richard Bushell
3. Acting in the capacity of agissant en qualité de quien actúa en calidad de	Notary Public
4. Bears the seal/stamp of est revêtu du sceau / timbre de y está revestido del sello / timbre de	The Said Notary Public
Certified Attesté / Certificado	
5. at à / en	London
6. the le / el día	26 July 2012
7. by par / por	Her Majesty's Principal Secretary of State for Foreign and Commonwealth Affairs
8. Number sous no / bajo el número	J328228
9. Seal / stamp: Sceau / timbre: Sello / timbre:	
10. Signature: Signature: Firma:	J Horne 

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If this document is to be used in a country which is not party to the Hague Convention of 5th October 1961, it should be presented to the consular section of the mission representing that country.

Guayaquil,

Dr. Piero Thomas Aycart Vincenzini Carrasco
NOTARIO TRIGESIMO CANTON GUAYAQUIL

Carrasco Notario
de conformidad con
la Ley Notarial vigente
precedente compuesta
original

07 FEB 2014



KELLOGG LATIN AMERICA HOLDING COMPANY (TWO) LIMITED

In my capacity as Director of Kellogg Latin America Holding Company (Two) Limited, under oath I hereby declare:

Kellogg Latin America Holding Company (Two) Limited a Corporation organised and existing under the laws of England, legally incorporated and established on December 13, 2010, registered in England; the entire capital is represented exclusively by stocks issued in nominative instrument.

England 17th January 2014

KELLOGG LATIN AMERICA HOLDING COMPANY (TWO) LIMITED

BY H. V. Nicholson
NAME: HOWARD NICHOLSON

I Colin Rowe of Pall Mall Court, 61-67 King Street, Manchester M2 4PD United Kingdom, a duly authorised notary public CERTIFY the authenticity of the signature of Howard Nicholson born on 20th March 1970 at Solihull United Kingdom, affixed to the attached document.

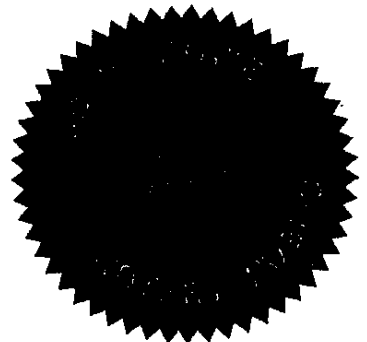
SIGNED and sealed at Manchester, United Kingdom on 22 January 2014

Colin Rowe

Notary Public

England and Wales

protocol number N011.14





APOSTILLE (Convention de La Haye du 5 octobre 1961)	
1. Country: Pays/Pais	United Kingdom of Great Britain and Northern Ireland
This public document Le présent acte public / El presente documento público	
2. Has been signed by a été signé par ha sido firmado por	Colin Rowe
3. Acting in the capacity of agissant en qualité de quien actúa en calidad de	Notary Public
4. Bears the seal/stamp of est revêtu du sceau / timbre de y está revestido del sello / timbre de	The Said Notary Public
Certified Attesté / Certificado	
5. at à / en	London
6. the le / el día	23 January 2014
7. by par / por	Her Majesty's Principal Secretary of State for Foreign and Commonwealth Affairs
8. Number sous no / bajo el número	J919262
9. Seal / stamp: Sceau / timbre: Sello / timbre:	
10. Signature: Signature: Firma:	R Simmons RS

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If this document is to be used in a country which is not party to the Hague Convention of 5th October 1961, it should be presented to the consular section of the mission representing that country.

Dr. Piero Thomas Aycardi Vincenzini Carrasco Notario Trigésimo del Cantón Guayaquil, de conformidad con el numeral 5 del artículo 10 de la Ley Notarial vigente DOY FE. Que la fotocopia precedente compuesta de 2 hojas, es igual al documento original

Guayaquil,

07 FEB 2014

Dr. Piero Thomas Aycardi Vincenzini Carrasco
NOTARIO TRIGÉSIMO CANTÓN GUAYAQUIL