

09-08-1999

DY

TRANSMIT



ION

To the Commissioner of Patents and T

101137053

nal documents or copy thereof.

1. Name of conveying party(ies):
 United Trading Company Desarrollo y Comercio S.A.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation
 Other _____

Additional name(s) of conveying party(ies) attached?
 Yes No

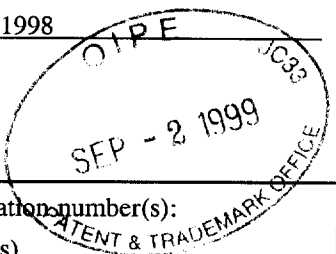
2. Name and address of receiving party(ies):
 Name: Del Monte Fresh Produce (Chile) S.A.
 Street Address: Avenida Santa Maria
6330 Vitacura
 City: Santiago State Chile ZIP _____

3. Nature of conveyance: **9-2-99**
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: October 2, 1998

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation Chile
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No



4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
75/446,763

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Fitzpatrick, Cella, Harper & Scinto
30 Rockefeller Plaza
New York, New York 10112-3801
 Telephone No.: (212) 218-2100
 Facsimile No.: (212) 218-2200

6. Number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): . . . \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number
06-1205
 (Attach duplicate copy of this page if paying by deposit account):

09/07/1999 NTHA11 00000307 75446763

DO NOT USE THIS SPACE

9. Statement and signature. **40.00 DP** **40E**

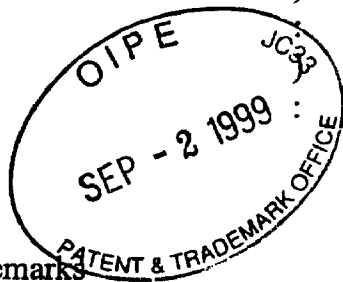
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Erica R. Halstead Erica R. Halstead 9.1.99
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents: 28

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant: Del Monte Fresh Produce)
 (Chile) S.A. :
)
 Mark: UTC & Design : Law Office: 101
)
 Serial No.: 75/446,763 :
)
 Int. Class: 31 :
)
 Filed: March 9, 1998



BOX ITU - NO FEE
 Assistant Commissioner for Trademarks
 2900 Crystal Drive
 Arlington, VA 22202-3513

DESIGNATION OF DOMESTIC REPRESENTATIVE

Erica Rayburn-Halstead and Fitzpatrick, Cella, Harper & Scinto, whose postal address is 30 Rockefeller Plaza, New York, New York 10112, are hereby designated as Applicant's representatives on whom notice or process in proceedings affecting this above-captioned application may be served.

Date: August 27, 1999

By: [Signature]
 Name: Hani El-Naffy
 Title: President



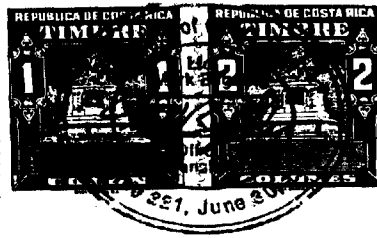
Official Translation

1 By these means, I, Mark W. Bogan-Miller, bearer of Residency Card number 175-78812-8143,
2 Official Translator of the Ministry of Foreign Relations and Worship of the Republic of Costa Rica,
3 appointed under Decree Number 321, dated June 30, 1997, published in *La Gaceta*, Official
4 Gazette, number 144, of July 29, 1997, do CERTIFY that the translation from the Spanish
5 language into the English language of the pertinent aspects of the photocopy of the **Minutes of**
6 **the Extraordinary Assembly of Shareholders** to be translated, a photocopy of which is
7 attached, reads as follows: -----
8 [Ink Seal, which appears in the upper right hand corner of the obverse of each folio.] Enrique
9 Morgan Torres, Notary Public, Santiago, Chile. -----
10 **Affidavit of the Deed.** -----
11 **REFORM OF THE BY-LAWS.** -----
12 **UNITED TRADING COMPANY DESARROLLO Y COMERCIO S.A.** -----
13 **AS OF TODAY.** -----
14 **DEL MONTE FRESH PRODUCE (CHILE) S.A.** -----
15 Notarial Offices of Enrique Morgan Torres. -----
16 Second Notarial Offices of Santiago. -----
17 -----
18 **REFORM OF THE BY-LAWS.** -----
19 **UNITED TRADING COMPANY DESARROLLO Y COMERCIO S.A.** -----
20 **AS OF TODAY** -----
21 **DEL MONTE FRESH PRODUCE (CHILE) S.A.** -----
22 **IN SANTIAGO, CHILE, on October second, one thousand nine hundred ninety-eight, before me,**
23 **ENRIQUE MORGAN TORRES, Attorney at Law, Titular Notary of the Second Notarial Office of**
24 **Santiago, with offices at one thousand one hundred eleven Agustinas, in this City, does appear:**
25 **Mrs. ALESSANDRA RAMMSY CALABRESE, Chilean, married, Attorney at Law, whose legal**
26 **domicile is six thousand three hundred thirty Avenida Santa Maria, Vitacura, bearer of national**
27 **identity card number seven million four hundred seventy-nine thousand six hundred eighty-three**
28 **dash four, of age, who attests to her identity with the aforesaid identity card and declares: That**
29 **she appears duly empowered and comes to enter as a public deed the following Minutes:**
30 **NINETEENTH EXTRAORDINARY ASSEMBLY OF SHAREHOLDERS.** In Santiago, Chile, on



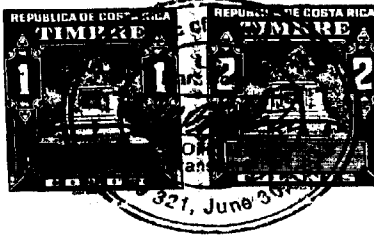
Official Translation

1 September twenty-third, one thousand nine hundred ninety-eight, in its offices at six thousand
2 three hundred thirty Avenida Santa Maria, in the Commune of Vitacura, at six o'clock P.M., the
3 Nineteenth Extraordinary Assembly of Shareholders of the corporation "**UNITED TRADING**
4 **COMPANY DESARROLLO Y COMERCIO S.A.**" was held. In the absence of the President, the
5 Vice-President Mr. Oussama Aboughazaleh Jabshe presided the Assembly. The General
6 Manager of the Company, Mr. Gabriel Gasic Brzovic, acted as Secretary. Also present was Mr.
7 Hani El-Naffy, resident of Santiago, six thousand three hundred thirty Avenida Santa Maria, in the
8 Commune of Vitacura, representing the corporate shareholders Del Monte Fresh Produce
9 Investment (Chile) Corp., ex Blue Boat 1 Ltd., a corporation established under the laws of the
10 Cayman Islands, for eight million five hundred forty-five thousand one hundred seventy-five
11 shares; and Del Monte Fresh Produce Acquisition (Chile) Corp., ex Blue Boat 2 Ltd., a corporation
12 established under the laws of the Cayman Islands, for eighty-six thousand three hundred fifteen
13 shares. Also present at this Assembly was Mr. Enrique Morgan Torres, Notary Public of
14 Santiago. The President convened the session: **FIRST: PROXIES AND APPROVAL:** The
15 unanimity of the shareholders meeting in this Assembly recognized the proxies granted to Mr. El-
16 Naffy to assist at said Assembly and to adopt the resolutions in representation of the
17 aforementioned Corporations Del Monte Fresh Produce Investment (Chile) Corp. and Del Monte
18 Fresh Produce Acquisition (Chile) Corp., finding them correct, the Assembly accepts these
19 proxies, which having been found correct are filed in the Corporate Records. **SECOND:**
20 **CONSTITUTION OF THE ASSEMBLY:** The President placed on record that those present
21 represent the totality of the eight million six hundred thirty-one thousand four hundred ninety
22 shares issued, which constitute the voting share capital of the United Trading Company
23 Desarrollo y Comercio S.A., so that this Assembly may meet without the need for fulfilling the
24 solemn process of summons as specified in the Statutes. The aforementioned shareholders
25 present signed an attendance sheet, which is filed in the Corporate Records. Under these
26 conditions, the Extraordinary Assembly was declared convened. **THIRD:** The Assembly
27 unanimously resolves to approve the Minutes of the previous Assembly, insofar as they were
28 signed by those attending said Assembly. **FOURTH: BACKGROUND OF THE SUMMONS TO**
29 **SESSION:** It was recorded that the objective of the Assembly was to inform of the cession of the
30 totality of the shares, the designation of a new Board of Directors and the modification of the



Official Translation

1 Corporate By-laws. **FIFTH: CESSIONS OF SHARES:** The President informed the Assembly that
2 the cessions corresponding to the eight million six hundred thirty-one thousand four hundred
3 ninety shares of the Corporation had been signed. Of these, eight million five hundred forty-five
4 thousand one hundred seventy-five were acquired by the corporation Del Monte Fresh Produce
5 Investment (Chile) Corp. and eighty-six thousand three hundred fifteen shares were acquired by
6 the corporation Del Monte Fresh Produce Acquisition (Chile) Corp. **SIXTH: RESIGNATION OF THE**
7 **DIRECTORS AND NEW DESIGNATIONS:** The President informed that the titular Directors of the
8 Corporation, Messrs. Ahmad Aboughazale, Mohammad Abu Ghazaleh, Oussama Aboughazale
9 Jabshe, Amir Aboughazale Jabshe, and Daniel Cristián Leroux Joltrain, and the Substitute
10 Directors, Messrs. Gabriel Gasic Brzovic, René Parra Herrera, José Luis Bendicho Hojas, Patricia
11 Sabag Zarruk, and Carlos Macchiavello Sieverson had tendered their resignations from their
12 positions. The Assembly unanimously accepted said resignations and unanimously agreed to
13 appoint as new Directors of the Corporation, Messrs. Mohammad Abu Ghazaleh, Oussama
14 Aboughazale Jabshe, Hani El-Naffy, John Insera, and Gabriel Gasic Brzovic, as Titular
15 Directors; and Messrs. Patricia Sabag Zarruk as substitute for Mr. Mohammad Abu Ghazaleh,
16 José Cristián Undurruga Infante as substitute for Mr. Oussama Aboughazale Jabshe, Alessandra
17 Rammsy Calabrese as substitute for Mr. Hani El-Naffy, José Luis Bendicho Hojas as substitute
18 for Mr. John Insera, and Javier Brucher Mac-Farlane as substitute for Mr. Gabriel Gasic Brzovic.
19 These Directors and their substitutes shall hold their appointments until the next Ordinary General
20 Assembly of Shareholders. The assigned Board of Directors shall have all of the powers
21 assigned thereunto by the Corporate By-laws. **SEVENTH: MODIFICATION OF THE BY-LAWS:**
22 The Board unanimously resolved to modify the By-laws of the Corporation and that are recorded
23 in a Public Deed dated June twentieth, one thousand nine hundred eighty-three, and granted in
24 the Santiago Notarial Offices of Mr. Andrés Rubio Flores, and whose extract was published in
25 the Official Gazette on the fourth of July, one thousand nine hundred eighty-three, and rectified
26 in the Official Gazette of July seventh, one thousand nine hundred eighty-three, which is
27 registered on folio number nine thousand eight hundred fifty-seven, number five thousand seven
28 hundred sixty-four of the Commercial Registry of the Curator of Real Estate of Santiago for the
29 year one thousand nine hundred eighty-three. It was later modified as is recorded in the public
30 deed dated July twentieth, one thousand nine hundred eighty-three, granted in the same Notarial



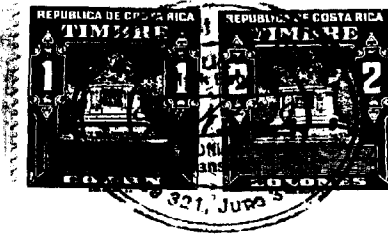
Official Translation

1 Offices and registered in folio eleven thousand eight hundred forty-one, number six thousand
2 eight hundred sixty of the Commercial Registry of the aforementioned Curator for one thousand
3 nine hundred eighty-three, in the sense of: CHANGING THE COMMERCIAL NAME AND DOMICILE
4 OF THE CORPORATION, substituting the commercial name of UNITED TRADING COMPANY
5 DESARROLLO Y COMERCIO S.A., for that of "DEL MONTE FRESH PRODUCE (CHILE) S.A.", so
6 that henceforward the name of the Corporation will be known as the latter. Similarly, the
7 Assembly agreed to modify the corporate domicile indicated in the By-laws, and established the
8 same in the Commune of Vitacura. **SEVENTH:** [S/C] INSPECTORS OF ACCOUNTS OR EXTERNAL
9 AUDITORS: It was informed that the Inspectors of Accounts Messrs. Bernardo Espinosa
10 González and Alejandro Widmer Mujica had resigned, and said resignations have been accepted
11 unanimously by the shareholders in attendance at this Assembly, similarly, the President informs
12 that currently, and through the thirtieth of September, one thousand nine hundred ninety-eight,
13 the appointment of Ernest [S/C] & Young as external auditors is in effect. It was resolved to
14 unanimously ratify said appointment of the external auditors Ernest & Young through the thirtieth
15 of September, one thousand nine hundred ninety-eight. **EIGHTH:** The Assembly unanimously
16 empowers the Attorney at Law Mrs. Alessandra Rammsy Calabrese, to request the legalization,
17 filings, and annotations of the extract of these By-laws in the respective Commercial Registry
18 and its publication in the Official Gazette. She is also empowered to transcribe into a public deed
19 all or part of these Minutes. -----
20 With nothing further to be seen, the grantors sign and the Assembly is adjourned at eight o'clock
21 forty-five minutes P.M. -----
22 Signed: Oussama Aboughazale Jabshe, Hani El-Naffy, Gabriel Gasic Brzovic. **CERTIFIED:** The
23 undersigned Notary certifies : **First:** That he was present at the Nineteenth Extraordinary
24 Assembly of Shareholders of "United Trading Company Desarrollo y Comercio S.A.",
25 which is recorded in the foregoing Minutes. **Second:** That the Assembly was held in the place,
26 on the date, and at the time indicated therein, that the persons indicated in the Minutes did assist,
27 and that they represent the totality of the shares issued by the Corporation. **Third:** That the
28 proxies presented were issued and approved pursuant to the Law. **Fourth:** That the resolutions
29 adopted were adopted unanimously by the attendees and that the Minutes transcribed contain a
30 faithful and precise summary of those matters seen in the Assembly. -----



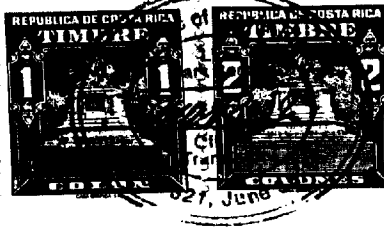
Official Translation

1 Santiago, September twenty-third, one thousand nine hundred ninety-eight. Enrique Morgan
2 Torres. Notary Public. There is a stamp. It agrees with the original, which runs from folio one
3 hundred twenty-two to folio one hundred twenty-five of the respective Book of Minutes, which I
4 have seen. To attest, and having read the foregoing, the grantor signs. I hereby attest. It is
5 herewith recorded that the present deed is recorded in the Digest under number five thousand
6 three hundred eighty-six. Here follow signatures of: Alessandra Rammsy Calabrese. Enrique
7 Morgan Torres, Titular Notary. -----
8 The present copy is a true affidavit of its original. Santiago, October 2, 1998. -----
9 [Signed] (Illegible). -----
10 [Ink seal] Enrique Morgan Torres, Notary Public, Santiago, Chile. -----
11 -----
12 [INK SEAL] VOID. -----
13 [Signed] (Illegible). -----
14 [Ink seal] Enrique Morgan Torres, Notary Public, Santiago, Chile. -----
15 [Ink seal, partially illegible] Authenticated in the Ministry of Foreign Affairs of Chile (...) Mr.
16 Cajales. [Signed] (illegible). Manuel Verdejo M., Authenticating Official, July 23, 1999. -----
17 [Ink seal] Number. The Ministry of Justice of Chile, I certify the authenticity of the signature of Mr.
18 [illegible], Santiago, July 23, 1999, Patricio Cajales G., Authenticating Official. -----
19 [Ink seal] I certify that this dossier consists of four folios and is identical to its original. -----
20 Santiago, February 23, 1999. -----
21 Enrique Morgan Torres, Notary Public. -----
22 Notarial Offices of Enrique Morgan Torres. Guillermo Le Fort Campos, Substitute Notary. -----
23 [Signed] (Illegible). -----
24 [Ink seal] Enrique Morgan Torres, Notary Public, Santiago, Chile. -----
25 -----
26 [Here follows the authentication by Carl F. Troy, Consul General of the United States in Santiago,
27 Republic of Chile. -----
28 -----
29 **Affidavit of the Deed.** -----
30 Notarial Offices of Enrique Morgan Torres. -----



Official Translation

1 Second Notarial Offices of Santiago. -----
2 -----
3 Digest 5552-98. -----
4 Request for entry into Protocol. -----
5 Extract. -----
6 UNITED TRADING COMPANY DESARROLLO Y COMERCIO S.A. -----
7 as of today -----
8 DEL MONTE FRESH PRODUCE (CHILE) S.A. -----
9 In Santiago, Chile, on October thirteenth, one thousand nine hundred ninety-eight, before me,
10 ENRIQUE MORGAN TORRES, Attorney at Law, Titular Notary of the Second Notarial Offices of
11 Santiago, with offices on Calle Agustinas, number one thousand one hundred eleven, of this
12 City, does appear: Ms. MARIA ANGELICA SALDIAS NEGRETE, Chilean, single, employee, resident
13 of Agustinas, number one thousand one hundred eleven of this City, identity card number five
14 million six hundred sixty-one thousand three hundred thirty-two dash three, of age, who attests
15 to her identity with the aforementioned identity card and declares: That she delivers to the Notary
16 for entry into protocol an EXTRACT of the deed REFORMING the BY-LAWS of the Corporation
17 called "United Trading Company Desarrollo y Comercio S.A.", as of today "DEL MONTE FRESH
18 PRODUCE (CHILE) S.A.". This document duly filed and published consists of two useful folios,
19 which are registered in the Digest under number five thousand five hundred fifty-two dash
20 ninety-eight, and it is added to the end of the Protocol among the documents of the same class.
21 In witness whereof, and having first read, it is signed. A copy is given. I so attest. There are
22 signatures of María Angélica Saldías Negrete, Enrique Morgan Torres, Titular Notary. The
23 document entered into Protocol is of the following character: -----
24 October 13, 1998. Entered into Protocol No. 5552-98. -----
25 EXTRACT. -----
26 Enrique Morgan Torres, Titular Notary of the Second Notarial Offices of Santiago, Agustinas
27 1111, does certify: In an Extraordinary Assembly of Shareholders of the UNITED TRADING
28 COMPANY DESARROLLO Y COMERCIO S.A. held on September 23, 1998, and drafted into a
29 Public Deed before me on October 2, 1998, it was resolved to modify the By-laws of said
30 corporation in the sense of substituting the Corporate name of United Trading Company



Official Translation

1 Desarrollo y Comercio S.A. for that of "DEL MONTE FRESH PRODUCE (CHILE) S.A.", and
2 similarly, it was agreed to modify the legal domicile of the Corporation insofar as this was
3 changed to the Commune of Vitacura. Other stipulations are indicated in the deed and minutes
4 extracted therefrom. Corporate registry in folio 9857 number 5764 of the Commercial Registry of
5 the Curator of Real Estate of Santiago for the year 1983 and the modification in folio 11841
6 number 6860 of the Commercial Registry of 1983 of the same Curator. Santiago, October 2,
7 1998. Enrique Morgan Torres, Titular Notary.. -----
8 [Signed] (Illegible) [Ink seal] Enrique Morgan Torres, Notary Public, Santiago, Chile. -----
9 [Ink seal partially illegible] Filed in the Digest 20928. Registered in the Commercial Registry 24527
10 number 19703 and (illegible) margin in the filing 9857 number 5764 of the Commercial Registry for
11 1983. -----
12 October 8, 1998. 7000. -----
13 [Ink seal] Kamel Saquel Zaror, Curator of Real Estate, Santiago, Chile. -----
14 [Signed] (Illegible). -----
15 -----
16 [Ink seal] Enrique Morgan Torres, Notary Public, Santiago, Chile. -----
17 [Press clipping] EXTRACT. -----
18 Enrique Morgan Torres, Titular Notary of the Second Notarial Offices of Santiago, Agustinas
19 1111, does certify: In an Extraordinary Assembly of Shareholders of the **United Trading**
20 **Company Desarrollo y Comercio S.A.** held on September 23, 1998, and drafted into a Public
21 Deed before me on October 2, 1998, it was resolved to modify the By-laws of said corporation in
22 the sense of substituting the Corporate name of United Trading Company Desarrollo y Comercio
23 S.A. for that of "Del Monte Fresh Produce (Chile) S.A.", and similarly, it was agreed to modify the
24 legal domicile of the Corporation insofar as this was changed to the Commune of Vitacura. Other
25 stipulations are indicated in the deed and minutes extracted therefrom. Corporate registry in folio
26 9857 number 5764 of the Commercial Registry of the Curator of Real Estate of Santiago for the
27 year 1983 and the modification in folio 11841 number 6860 of the Commercial Registry of 1983 of
28 the same Curator. Santiago, October 2, 1998. Enrique Morgan Torres, Titular Notary.. -----
29 CERTIFICATION. -----
30 I certify that the present extract was published in the Official Gazette Number 36,185 dated



Official Translation

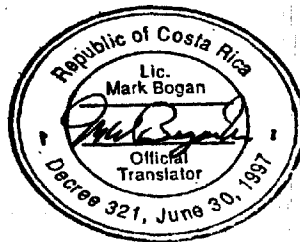
1 October 10, 1998. Santiago, October 13, 1998. -----
2 [Signed] (Illegible), Enrique Morgan Torres, Notary Public. -----
3 [Ink seal] Enrique Morgan Torres, Notary Public, Santiago, Chile. -----
4 -----
5 RR. -----
6 Number 19703. -----
7 Reform. -----
8 "Del Monte Fresh Produce (Chile) S.A.". -----
9 Digest: 20928. -----
10 C: 448496. -----
11 Santiago, on the eighth day of October, one thousand nine hundred ninety-eight. At the request
12 of Mr. Roberto Pérez, I proceed to register the following: Enrique Morgan Torres, Titular Notary of
13 the Second Notarial Offices of Santiago, Agustinas one thousand one hundred eleven, I certify:
14 In an Extraordinary Assembly of Shareholders of the UNITED TRADING COMPANY DESARROLLO
15 Y COMERCIO S.A. held on the twenty-third day of September, one thousand nine hundred
16 ninety-eight, and drafted into a Public Deed before me on the second day of October, one
17 thousand nine hundred ninety-eight, it was resolved to modify the By-laws of said corporation in
18 the sense of substituting the Corporate name of United Trading Company Desarrollo y Comercio
19 S.A. for that of "DEL MONTE FRESH PRODUCE (CHILE) S.A.", and similarly, it was agreed to
20 modify the legal domicile of the Corporation insofar as this was changed to the Commune of
21 Vitacura. Other stipulations are indicated in the deed and minutes extracted therefrom.
22 Corporate registry in folio nine thousand eight hundred fifty-seven, number five thousand seven
23 hundred sixty-four of the Commercial Registry of the Curator of Real Estate of Santiago for the
24 year one thousand nine hundred eighty-three and the modification in folio eleven thousand eight
25 hundred forty-one, number six thousand eight hundred sixty of the Commercial Registry of one
26 thousand nine hundred eighty-three of the same Curator. Santiago, On the second day of
27 October, one thousand nine hundred ninety-eight. Enrique Morgan Torres, Titular Notary. There
28 is an illegible signature. It was noted on the margin of the registry to folio 9857, number 5764 of
29 1983. The extract is added at the end of the current bi-monthly Commercial Report. -----
30 I CERTIFY THAT THE PRESENT COPY IS IN CONFORMITY WITH ITS ORIGINAL IN THE



Official Translation

1 COMMERCIAL REGISTRY. Santiago, the ninth day of October, one thousand nine hundred
2 ninety-eight. -----
3 Fees: \$1660. -----
4 [Ink seal] Kamel Saquel Zaror, Curator of Real Estate, Santiago, Chile. -----
5 [Signed] (Illegible). -----
6 IN CONFORMITY WITH ITS ORIGINAL. -----
7 [Signed] (Illegible). -----
8 [Ink seal] Enrique Morgan Torres, Notary Public, Santiago, Chile. -----
9 [Ink seal] Number. The Ministry of Justice of Chile, I certify the authenticity of the signature of Mr.
10 [illegible], Santiago, July 23, 1999, Patricio Cajales G., Authenticating Official. -----
11 [Ink seal, partially illegible] (...) in the Ministry of Foreign Affairs of Chile. Signature of Mr. Cajales.
12 [Signed] (illegible). Manuel Verdejo M., Authenticating Official, July 23, 1999. -----
13 -----
14 [Here follows the authentication by Carl F. Troy, Consul General of the United States in Santiago,
15 Republic of Chile. -----
16 ----- LAST LINE -----
17 IN WITNESS WHEREOF, at the request of the interested party, I issue the present Official
18 Translation from Spanish into English, consisting of 9 folios, and I sign and seal it in San José,
19 Republic of Costa Rica, on the sixteenth day of August, 1999. The stamps required by law are
20 affixed and canceled. I affix my raised seal at the foot of the translation and upon the notary
21 seal attached to the photocopy of the document herein translated. The 9 folios of the translation
22 are written only on the obverse and the reverse has been annulled. -----

Mark Bogán



REPUBLIC OF COSTA RICA
PROVINCE AND CITY OF SAN JOSE
EMBASSY OF THE UNITED STATES
OF AMERICA

88

I, AARON H. SHERINIAN Consul of
The United States of America at San Jose, duly
commissioned and qualified, do hereby certify that
HANNIA PORRAS GARCIA

whose true signature and official seal are, respec-
tively, subscribed and affixed to the foregoing
documents, was on the 16TH
day of AUGUST, 1999

the date thereof, OFFICER OF AUTH.
MINISTRY OF FOREIGN AFFAIRS
SAN JOSE, REPUBLIC OF Costa Rica,

duly commissioned and qualified, to whose official
acts faith and credit are due.

IN WITNESS WHEREOF I have hereunto set my hand
and affixed the seal of the Embassy at San Jose,
Costa Rica this 17TH day of AUGUST, 1999

Aaron H. Sherinian

AARON H. SHERINIAN
CONSUL OF THE UNITED STATES OF AMERICA
SAN JOSE, COSTA RICA

REPUBLICA DE COSTA RICA.
MINISTERIO DE RELACIONES EXTERIORES Y CULTO

La firma que antecede del señor

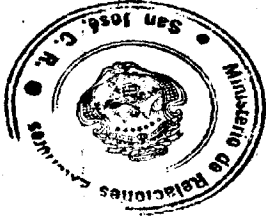
Quark Bogas
Eraductor Oficial

ES AUTENTICA

16 A601999

San José,

Esta autenticación no implica responsabilidad en cuanto
al contenido del documento.



[Signature]
Hannia Pineda García
Oficial de Autenticaciones

ANULADO





Testimonio de la Escritura

REFORMA DE ESTATUTOS

UNITED TRADING COMPANY DESARROLLO Y COMERCIO S.A.

HOY

DEL MONTE FRESH PRODUCE (CHILE) S.A.

**Notaría de
Enrique Morgan Torres**

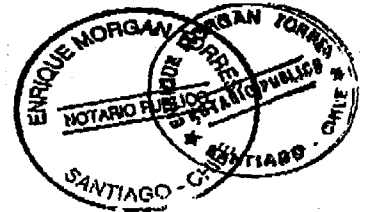
2ª Notaría de Santiago

Agustinas N° 1111

Teléfonos: 6983917 - 6987869

Fax: 6981528

ENRIQUE MORGAN TORRES
NOTARIO PUBLICO
SEGUNDA NOTARIA DE SANTIAGO
AGUSTINAS 1111
Santiago - Chile



IS. REP. 5386-98

REFORMA DE ESTATUTOS

UNITED TRADING COMPANY DESARROLLO Y COMERCIO S.A.

HOY

DEL MONTE FRESH PRODUCE (CHILE) S.A.

EN SANTIAGO DE CHILE, a dos de Octubre de mil novecientos noventa y ocho, ante mí, ENRIQUE MORGAN TORRES, Abogado, Notario Titular de la Segunda Notaría de Santiago con oficio en Agustinas mil ciento once de esta ciudad, comparece: doña ALESSANDRA RAMMSY CALABRESE, chilena, casada, abogado, domiciliada en Avenida Santa María seis mil trescientos treinta, Vitacura, cédula nacional de identidad número siete millones cuatrocientos setenta y nueve mil seiscientos ochenta y tres guión cuatro, mayor de edad, quien acredita su identidad con la cédula antes citada y expone: Que debidamente facultada viene en reducir a escritura pública la siguiente acta: **DECIMO NOVENA JUNTA EXTRAORDINARIA DE ACCIONISTAS.-** En Santiago de Chile a veintitres de Septiembre de mil novecientos noventa y ocho, en las oficinas de Avenida Santa María número seis mil trescientos treinta, Comuna de Vitacura, siendo las dieciocho horas tuvo lugar la **Décimo Novena Junta Extraordinaria de**

1 Accionistas de la sociedad "UNITED TRADING & COMPANY

2 DESARROLLO Y COMERCIO S.A." presidida por el
3 Vice-Presidente don Dussama Aboughazaleh Jabshe, en
4 ausencia del titular, actuando como secretario el
5 Gerente General de la compañía don Gabriel Gasic
6 Brzovic, y con la asistencia de don Hani El-Naffy,
7 domiciliado en Santiago, calle Avenida Santa María número
8 seis mil trescientos treinta, comuna de Vitacura, en
9 representación de las sociedades accionistas Del Monte
10 Fresh Produce Investment (Chile) Corp. ex Blue Boat 1
11 Ltd. sociedad constituida de acuerdo con las leyes de
12 Las Islas Cayman, por ocho millones quinientas cuarenta
13 y cinco mil ciento setenta y cinco acciones; y de Del
14 Monte Fresh Produce Acquisition (Chile) Corp. ex Blue Boat
15 2 Ltd. sociedad constituida de acuerdo con las leyes
16 de Las Islas Cayman, por ochenta y seis mil trescientas
17 quince acciones.- Asistió también a esta Junta el
18 Notario Público de Santiago don Enrique Morgan Torres.-
19 El Presidente declara abierta la sesión: PRIMERO: PODERES
20 Y APROBACION: La unanimidad de los accionistas reunidos en
21 esta Junta tomó conocimiento de los poderes otorgados
22 al señor Hani El-Naffy para asistir a ella y para tomar
23 los acuerdos en representación de las sociedades Del
24 Monte Fresh Produce Investment (Chile) Corp. y Del Monte
25 Fresh Produce Acquisition (Chile) Corp. antes
26 individualizadas, encontrándolos conforme, la Junta
27 acepta estos poderes que encontrados conforme son
28 archivados en los Registros de la Sociedad.- SEGUNDO:
29 CONSTITUCION DE LA ASAMBLEA: El Presidente dejó
30 constancia que los comparecientes representan la

ENRIQUE MORGAN TORRES
NOTARIO PUBLICO
SEGUNDA NOTARIA DE SANTIAGO
AGUSTINAS 1111
Santiago - Chile



1 totalidad de las ocho millones seiscientas treinta y un
2 mil cuatrocientas noventa acciones emitidas en que está
3 dividido el capital social de United Trading Company
4 Desarrollo y Comercio S.A. con derecho a voto, de manera
5 que pueden reunirse en Junta sin necesidad de cumplir
6 con las solemnidades de convocatoria que exigen los
7 estatutos.- Los asistentes mencionados firmaron una hoja
8 de asistencia que queda archivada en los Registros de
9 la Sociedad.- En estas condiciones se dio por constituida
10 la Asamblea Extraordinaria.- TERCERO: La Junta por
11 unanimidad acuerda tener por aprobada el Acta de la Junta
12 anterior por haber sido firmada por las personas que
13 concurren a ella.- CUARTO: ANTECEDENTES DE LA
14 CONVOCATORIA: Se dejó constancia que el objeto de la
15 celebración de la Junta era dar cuenta del traspaso de la
16 totalidad de las acciones, designación de nuevo
17 directorio y modificación de los estatutos de la
18 sociedad.- QUINTO: TRASPASOS DE ACCIONES: El Presidente
19 dio cuenta que se habían suscrito los traspasos
20 correspondientes a las ocho millones seiscientas treinta y
21 un mil cuatrocientas noventa acciones de la Sociedad, de
22 las cuales ocho millones quinientas cuarenta y cinco mil
23 ciento setenta y cinco fueron adquiridas por la sociedad
24 Del Monte Fresh Produce Investment (Chile) Corp. y ochenta
25 y seis mil trescientas quince fueron adquiridas por la
26 sociedad Del Monte Fresh Produce Acquisition (Chile)
27 Corp.- SEXTO: RENUNCIA DE DIRECTORES Y NUEVA DESIGNACION:
28 El Presidente dio cuenta que los directores titulares de
29 la sociedad señores: Ahmad Aboughazale, Mohammad Abu
30 Ghazaleh, Oussama Aboughazale Jabshe, Amir Aboughazale

Jabshe y Daniel Cristián Leroux Joltrain y, los

1 directores Suplentes señores Gabriel Gasic Brzovic, René
2 Parra Herrera, José Luis Bendicho Hojas, Patricia Sabag
3 Zarruk y Carlos Macchiavello Sieverson habían
4 presentado la renuncia a sus cargos.- La Junta por
5 unanimidad aceptó dichas renunciaciones y acordó por
6 unanimidad nombrar nuevos directores de la sociedad a
7 los señores: Mohammad Abu Ghazaleh, Oussama Aboughazale
8 Jabshe, Hani El-Naffy, John Inserra y Gabriel Gasic
9 Brzovic, en calidad de titulares; y los señores
10 Patricia Sabag Zarruk en calidad de suplente de don
11 Mohammad Abu Ghazaleh, José Cristián Undurraga Infante
12 en calidad de suplente de don Oussama Aboughazale
13 Jabshe, Alessandra Rammsy Calabrese en calidad de
14 suplente de don Hani El-Naffy, José Luis Bendicho
15 Hojas en calidad de suplente de don John Inserra y
16 Javier Brucher Mac-Farlane en calidad de suplente de
17 don Gabriel Gasic Brzovic.- Estos Directores y sus
18 suplentes ejercerán sus cargos hasta la celebración de
19 la próxima Junta General Ordinaria de Accionistas.- El
20 Directorio designado tendrá todas las facultades que
21 le confieren a él los estatutos de la Sociedad.-

22 **SEPTIMO: MODIFICACION DE LOS ESTATUTOS:** La Junta acordó
23 por unanimidad modificar los estatutos de la Sociedad y
24 que constan de la Escritura Pública de fecha veinte de
25 Junio de mil novecientos ochenta y tres otorgada en
26 la Notaría de Santiago de don Andrés Rubio Flores,
27 cuyo extracto fue publicado en el Diario Oficial de
28 fecha cuatro de Julio de mil novecientos ochenta y
29 tres y rectificado en el Diario Oficial de fecha
30

ENRIQUE MORGAN TORRES
NOTARIO PUBLICO
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AGUSTINAS 1111
Santiago - Chile



1 siete de Julio de mil novecientos ochenta y tres e
2 inscrita a fojas nueve mil ochocientos cincuenta y
3 siete número cinco mil setecientos sesenta y cuatro
4 del Registro de Comercio del Conservador de Bienes
5 Raíces de Santiago del año mil novecientos ochenta y
6 tres y que luego fuera modificada como consta en la
7 escritura pública de fecha veinte de Julio de mil
8 novecientos ochenta y tres otorgada en la misma
9 notaría e inscrita a fojas once mil ochocientos
10 cuarenta y uno número seis mil ochocientos sesenta del
11 Registro de Comercio del año mil novecientos ochenta y
12 tres del referido Conservador, en el sentido de:
13 CAMBIAR LA RAZON SOCIAL Y DOMICILIO DE LA SOCIEDAD:
14 sustituyendo la razón social de UNITED TRADING COMPANY
15 DESARROLLO Y COMERCIO S.A. por la de "DEL MONTE FRESH
16 PRODUCE (CHILE) S.A.", de manera que el nombre de la
17 Sociedad de ahora en adelante será conocida con el
18 nombre antes citado.- Asimismo la Junta acordó modificar
19 el domicilio social señalado en los estatutos
20 estableciéndose éste en la Comuna de Vitacura.- SEPTIMO:
21 INSPECTORES DE CUENTAS O AUDITORES EXTERNOS: Se dio
22 cuenta que habían renunciado los Inspectores de Cuentas
23 señores Bernardo Espinosa González y Alejandro Widmer
24 Mujica, renunciadas que han sido aceptadas por unanimidad
25 de los accionistas asistentes a esta Junta, asimismo
26 el presidente da cuenta de que actualmente se
27 encuentra vigente y hasta el treinta de Septiembre de
28 mil novecientos noventa y ocho la designación de
29 auditores externos y que corresponde a la firma Ernest &
30 Young, acordándose ratificar por unanimidad el

1 nombramiento de dichos auditores externos Ernest & Young
2 hasta el treinta de Septiembre de mil novecientos
3 noventa y ocho.- OCTAVO: La Junta por unanimidad
4 faculta al abogado doña Alessandra Rammsy Calabrese,
5 para que solicite la legalización, inscripciones y
6 anotaciones del extracto de estos estatutos en el
7 Registro de Comercio respectivo y su publicación en el
8 Diario Oficial, facultándose asimismo para reducir a
9 escritura pública todo o parte de la presente Acta.-
10 No habiendo otro asunto que tratar firman los
11 comparecientes y se dió término a la sesión siendo las
12 dieciocho cuarenta y cinco horas.- firmado: Dussama
13 Aboughazale Jabshe.- Hani El-Naffy.- Gabriel Gasic
14 Brzovic.- CERTIFICADO: El Notario que suscribe certifica:
15 Primero: Haberse encontrado presente en la Décimo Novena
16 Junta Extraordinaria de Accionistas de "United Trading
17 Company Desarrollo y Comercio S.A." de que da cuenta el
18 acta que antecede.- Segundo: Que la Junta se celebró en
19 el lugar, día y hora allí señalados y que a ella
20 asistieron las personas que en el acta se indican, que
21 representaban el total de las acciones emitidas por la
22 sociedad.- Tercero: Que los poderes presentados fueron
23 extendidos y aprobados en conformidad a la Ley.- Cuarto:
24 Que los acuerdos tomados lo fueron por la unanimidad
25 de los asistentes y que el acta transcrita contiene
26 una reseña fiel y exacta de lo tratado en la Junta.-
27 Santiago, Septiembre veintitres de mil novecientos
28 noventa y ocho.- Enrique Morgan Torres.- Notario
29 Público.- Hay un timbre.- Conforme con su original que
30 rola de fojas ciento veintidos a fojas ciento

ENRIQUE MORGAN TORRES
NOTARIO PUBLICO
SEGUNDA NOTARIA DE SANTIAGO
AGUSTINAS 1111
Santiago - Chile



1 veinticinco del respectivo Libro de Actas que he
2 tenido a la vista.- En comprobante y previa lectura
3 firma la compareciente.- Doy fé.- Se deja constancia que
4 la presente escritura figura anotada en el Repertorio
5 bajo el número cinco mil trescientos ochenta y seis.- HAY
6 FIRMAS DE: ALESSANDRA RAMMSY CALABRESE.- ENRIQUE MORGAN
7 TORRES.- NOTARIO TITULAR.-
8
9
10

11 LA PRESENTE COPIA ES TESTIMONIO FIEL DE SU ORIGINAL.-
12 Santiago, Octubre 02 de 1998.-
13
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30

A handwritten signature in dark ink, written over a circular notary seal. The seal contains the text "ENRIQUE MORGAN TORRES" and "SANTIAGO - CHILE". The signature is written in a cursive style.

INUTILIZADA



Legalizada en el Ministerio de Relaciones Exteriores de Chile
del Señor _____
[Signature]
MANUEL VERDEJO M.
Oficial de Legalizaciones
23 JUL 1999

EL MINISTERIO DE JUSTICIA
CERTIFICA LA AUTENTICIDAD
DE LA FIRMA DE DON _____
23 JUL 1999
PATRICIO CAJALES G.
OFICIAL DE LEGALIZACIONES

Certifico que el presente legajo
que consta de cuatro folios útiles
es idéntico a su original.
Santiago, 23 FEB 1999 de 199
ENRIQUE MORGAN TORRES
Notario Publico

NOTARIA ENRIQUE MORGAN TORRES
GUILLERMO LE FORT CAMPOS
NOTARIO SUPLENTE



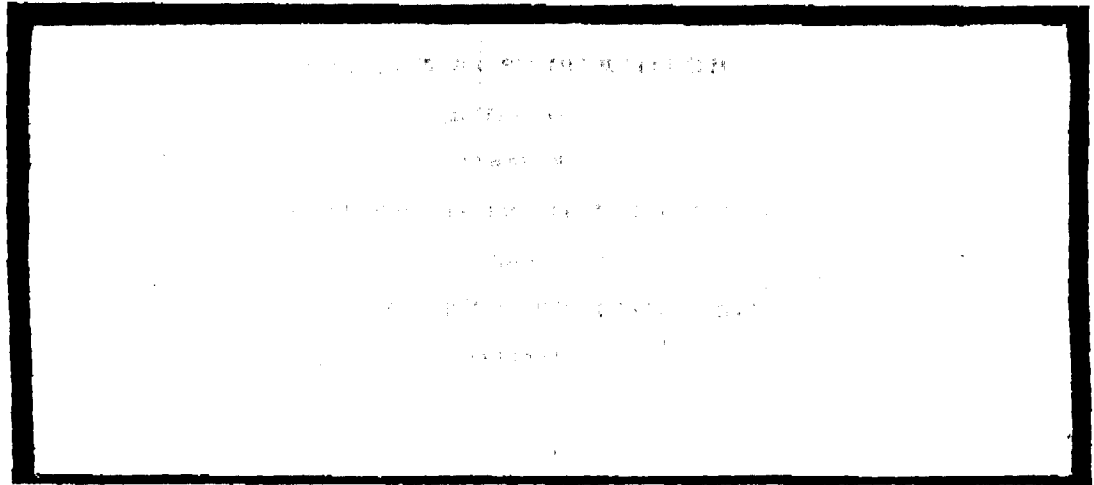
REPUBLIC OF CHILE)
PROVINCE AND CITY OF SANTIAGO) SS:
EMBASSY OF THE UNITED STATES OF AMERICA)

I, the undersigned consular officer of the United States of America at Santiago, Chile, duly commissioned and qualified, do hereby certify that **MANUEL VERDEJO MELLA** whose true signature and official seal are respectively subscribed and affixed to the foregoing document was, on the day of **JUL 23 1999** the date thereof, an official of the Ministry of Foreign Affairs of the Republic of Chile duly commissioned and qualified, to whose official acts full faith and credit are due.

IN WITNESS WHEREOF I have hereunto set my hand and affixed the official seal of this Embassy at Santiago, Chile, this day of **JUL 23 1999**


Carl F. Troy
Consul General
of the United States of America

Testimonio de la Escritura



**Notaría de
Enrique Morgan Torres**
2ª Notaría de Santiago

Agustinas N° 1111

Teléfonos: 6983917 - 6987869

Fax: 6981528



SOLICITUD DE PROTOCOLIZACION

EXTRACTO

"UNITED TRADING COMPANY DESARROLLO Y COMERCIO S.A."

hoy

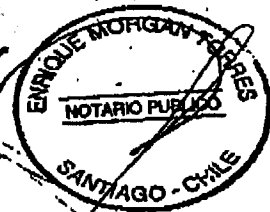
"DEL MONTE FRESH PRODUCE (CHILE) S.A."

En Santiago de Chile, a trece de Octubre de mil novecientos noventa y ocho, ante mí, ENRIQUE MORGAN TORRES, abogado, Notario Titular de la Segunda Notaría de Santiago, con oficio en calle Agustinas número mil ciento once, de esta ciudad, comparece: doña MARIA ANGELICA SALDIAS NEGRETE, chilena, soltera, empleada, domiciliada en Agustinas número mil ciento once de esta ciudad, cédula de identidad número cinco millones seiscientos sesenta y un mil trescientos treinta y dos quíen tres, mayor de edad, quien acredita su identidad con la cédula antes citada, y expone:- Que hace entrega al Notario para su protocolización de un EXTRACTO de la escritura de REFORMA de los ESTATUTOS de la sociedad denominada "United Trading Company Desarrollo y Comercio S.A.", hoy "DEL MONTE FRESH PRODUCE (CHILE) S.A.".- Este documento debidamente inscrito y publicado, consta de dos fojas útiles, al que se anota en el Repertorio bajo el número cinco mil quinientos cincuenta y dos-noventa y ocho, y queda agregado al final del protocolo entre los documentos de su clase.- En comprobante y previa lectura firma. Se dá copia. Doy fe.- HAY FIRMAS DE:- MARIA ANGELICA SALDIAS NEGRETE,- ENRIQUE MORGAN TORRES, NOTARIO TITULAR.- EL DOCUMENTO QUE SE PROTOCOLIZA ES DEL TENOR SIGUIENTE:=====

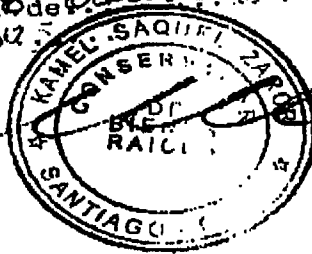
13 de Octubre de 1998
PROTOCOLIZADO N° 5552-9

EXTRACTO

Enrique Morgan Torres, Notario Titular Segunda Notaria Santiago, Agustinas 1111, certifico: En Junta Extraordinaria de Accionistas de UNITED TRADING COMPANY DESARROLLO Y COMERCIO S.A. celebrada el 23 de Septiembre de 1998 y reducida a escritura pública ante mí, con fecha 02 de Octubre de 1998, se acordó modificar estatutos de dicha sociedad en sentido de sustituir la razón social de United Trading Company Desarrollo y Comercio S.A. por la de "DEL MONTE FRESH PRODUCE (CHILE) S.A.", como, asimismo, se acordó modificar el domicilio de la sociedad en cuanto se cambia éste a la comuna de Vitacura. Otras estipulaciones constan en escritura y acta extractadas. Inscripción social fojas 9857 número 5764 del Registro Comercio Conservador Bienes Raíces Santiago año 1983 y modificación a fojas 11841 número 6860 Registro Comercio año 1983 mismo Conservador. Santiago, 02 de Octubre de 1998.- Enrique Morgan Torres, Notario Titular.



Inscrito en el Repertorio
20928... Se inscribió
Registro de Comercio
24527... N° 19793... y se
origin en la inscripción
9857... N° 5764...
1983... de Comercio del
02 de Octubre... 98
71002



[Handwritten signature]

EXTRACTO

Enrique Morgan Torres, Notario Titular Segunda Notaría Santiago, Agustinas 1111, certifico: En Junta Extraordinaria de Accionistas de United Trading Company Desarrollo y Comercio S.A. celebrada el 23 de septiembre de 1998 y reducida a escritura pública ante mí, con fecha 2 de octubre de 1998, se acordó modificar estatutos de dicha sociedad en sentido de sustituir la razón social de United Trading Company Desarrollo y Comercio S.A. por la de "Del Monte Fresh Produce (Chile) S.A.", como asimismo, se acordó modificar el domicilio de la sociedad en cuanto se cambia éste a la comuna de Vitacura. Otras estipulaciones constan en escritura y acta extractadas. Inscripción social fojas 9857 número 5764 del Registro Comercio Conservador Bienes Raíces Santiago año 1983 y modificación a fojas 11641 número 6460 Registro Comercio año 1983 mismo Conservador, Santiago, 2 de octubre de 1998.- Enrique Morgan Torres, Notario Titular.



CERTIFICADO

Certifico que el presente extracto se publicó en el Diario Oficial Nº 36.185 de fecha 10 de Octubre de 1998.- Santiago, 13 de Octubre de 1998.

ENRIQUE MORGAN TORRES
Notario Público



19703

REFORMA

DEL MONTE
FRESH PRODUCE
(CHILE) S.A."

20928

448496

Santiago, ocho de Octubre de mil novecientos
noventa y ocho.- A requerimiento de don Rober-
to Perez, procedo a inscribir lo siguiente:
Enrique Morgan Torres, Notario Titular Segunda
Notaria Santiago, Agustinas mil ciento once,
certifico: En Junta Extraordinaria de Accio-
nistas de UNITED TRADING COMPANY DESARROLLO Y
COMERCIO S.A. celebrada el veintitres de Sep-
tiembre de mil novecientos noventa y ocho y
reducida a escritura pública ante mí, con
fecha cero dos de Octubre de mil novecientos
noventa y ocho, se acordó modificar estatutos
de dicha sociedad en sentido de sustituir la
razón social de United Trading Company Desa-
rrollo y Comercio S.A. por la de "DEL MONTE
FRESH PRODUCE (CHILE) S.A., como asimismo, se
acordó modificar el domicilio de la sociedad
en cuanto se cambia éste a la comuna de Vitar-
cura. Otras estipulaciones constan en escritu-
ra y acta extractadas. Inscripción social

CONSERVADOR
DE BIENES RAICES
DE SANTIAGO

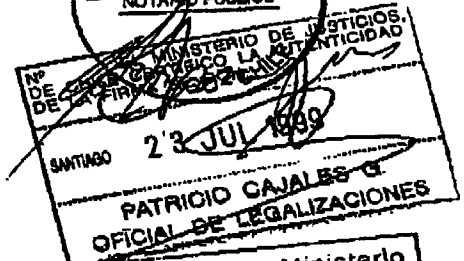
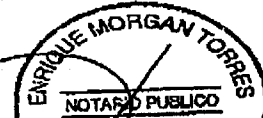
24528

fojas nueve mil ochocientas cincuenta y siete número
cinco mil setecientos sesenta y cuatro del Registro
Comercio Conservador Bienes Raices Santiago año mil
novecientos ochenta y tres y modificación a fojas once
mil ochocientas cuarenta y una número seis mil ocho-
cientos sesenta Registro Comercio año mil novecientos
ochenta y tres mismo Conservador, Santiago, cero dos de
Octubre de mil novecientos noventa y ocho.- Enrique
Morgan Torres, Notario Titular. Hay firma ilegible.- Se
anotó al margen de la inscripción de fojas 9857 número
5764 del año 1983. El extracto queda agregado al final
del bimestre de Comercio en curso.

CERTIFICO QUE LA PRESENTE COPIA ESTA CONFORME CON SU ORIGINAL DEL
REGISTRO DE COMERCIO.- Santiago, 23 de Julio de mil novecien-
tos noventa y ocho.-
Drs: \$ 1660.



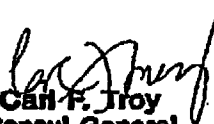
CONFORME CON SU ORIGINAL



REPUBLIC OF CHILE)
PROVINCE AND CITY OF SANTIAGO) SS:
EMBASSY OF THE UNITED STATES OF AMERICA)

I, the undersigned consular officer of the United States of America at Santiago, Chile, duly commissioned and qualified, do hereby certify that **MANUEL VERDEJO MELLA** whose true signature and official seal are respectively subscribed and affixed to the foregoing document was, on the day of **JUL 23 1999** the date thereof, an official of the Ministry of Foreign Affairs of the Republic of Chile duly commissioned and qualified, to whose official acts full faith and credit are due.

IN WITNESS WHEREOF I have hereunto set my hand and affixed the official seal of this Embassy at Santiago, Chile, this day of **JUL 26 1999**


Carl F. Troy
Consul General
of the United States of America

