

JUN 15 2010

Corporations Section

CERTIFICATE OF FORMATION
OF
LATIN REAL ESTATE, INC.

(a For Profit Texas Corporation)

The undersigned, **Jim L. Garcia**, acting as incorporator of a corporation under the Texas Business Organization Code, hereby files the Certificate of Formation for this Corporation as follows:

Article One

Entity Name and Type

The filing entity being formed is a for-profit corporation. The name of the entity is **LATIN REAL ESTATE, INC.**

Article Two

Duration

The period of its duration is perpetual.

Article Three

Purpose

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Texas Business Organizations Code.

Article Four

Authorized Shares

The aggregate number of shares which the corporation shall have the authority to issue is 1,000,000 shares at a par value of \$1.00 each.

Article Five

Preemptive Rights

The Shareholders of the Corporation shall have the preemptive right to purchase additional shares or securities of the Corporation as set forth in Tex. Bus. Orgs. Code §21.203 and § 21.204.

Article Six

Cumulative Voting

In an election of directors, each Shareholder shall have the right to cumulate his/her votes by giving any one candidate as many votes as the number of such Directors multiplied by the number of such Shareholder's shares shall equal, or by distribution such votes on the same principle among any number of such candidates, in the manner provided by Tex. Bus. Orgs. Code §§ 21.360 - .361.

Article Seven

Registered Agent and Registered Office

The street address of its initial registered office is **1770 St. James Place, Suite 150, Houston, Texas 77056** and the name of its initial registered agent at such address is **Jim L. García**.

Article Eight

Directors

The number of directors constituting the initial Board of Directors is two (2) and the name and address of the persons who are to serve as Directors until the first annual meeting of the shareholders, or until their successors are elected and qualified are:

Alfredo Chedraui Obeso
c/o Jim L. Garcia
1770 St. James Place, Suite 150
Houston, Texas 77056

Antonio Chedraui Obeso
c/o Jim L. Garcia
1770 St. James Place, Suite 150
Houston, Texas 77056

Article Nine

Organizer

The name and address of the organizer is: **Jim L. Garcia, 1770 St. James Place, Suite 150, Houston, Texas 77056.**

IN WITNESS HEREOF, the undersigned has executed this Certificate of Formation on June 15, 2010.



Jim L. Garcia