



## Termination of Non-Operating Subsidiaries Abroad and Amendment to the Bylaws

Date, Time and Venue: September 28, 2011, at 9:00 a.m., at the headquarters of JBS S.A. ("Company"), located at Avenida Marginal Direita do Tietê, 500, Bloco I, 3º andar, Vila Jaguara, CEP 05118-100, in the City and State of São Paulo.

Call Notice and Attendance: Call notice was sent by e-mails to the members of the Board of Directors. The majority of members of the Company's Board attended the Meeting; therefore, there was the necessary quorum to install the Meeting.

Presiding: Joesley Mendonça Batista, Chairman; and Francisco de Assis e Silva, Secretary.

Resolutions: After examining the matters of the agenda, the Board Members unanimously approved the following: (a) the termination of Bertin Trading UK LLP, Bertin Foods UK Ltd., Bertin Peru S.A., Friboi Egypt LLC, Arab Friboi LLC, JBS Europe S.p.A. and Itaholb International B.V., non-operating subsidiaries of the Company abroad; (b) the amendment to the Bylaws for compliance with BM&FBOVESPA Novo Mercado Listing Rules and other necessary adjustments, in accordance with draft forwarded to the Board Members; (c) the amendment to the Bylaws to change the current name of position "Legal Officer" to "Executive Institutional Relations Officer" and extend the duties of this position to comprise the provisions related to the legal, institutional marketing, media relations and tax areas and the coordination of the Board of Directors' activities; and (d) the call of a Special General Meeting to approve the matters mentioned in items (b) and (c) above.

Closure and Drawing up of the Minutes: There being no further business to discuss, and after the Chairman offered the floor to anyone who intended to speak, as no one did, the meeting was adjourned for the time necessary to draw up these minutes, which after the meeting was resumed, were then read, approved and signed by all attending board members.

Attending Members of the Board of Directors: Joesley Mendonça Batista, Wesley Mendonça Batista, José Batista Sobrinho, José Batista Junior, Marcus Vinicius Pratini de Moraes, Natalino Bertin, Guilherme Rodolfo Laager, Guilherme Narciso de Lacerda and Peter Dvorsak.

This is a free English translation of the original minutes drawn up in the Company's records.

São Paulo, September 28, 2011.

Joesley Mendonça Batista

Francisco de Assis e Silva

Chairman

Secretary

