

JBS S.A.

Corporate Taxpayer's ID (CNPJ/MF): 02.916.265/0001-60

Company Registry (NIRE): 35.300.330.587

**MINUTES OF THE BOARD OF DIRECTORS' MEETING
HELD ON SEPTEMBER 13, 2013**

Date, Time and Venue: September 13, 2013, at 4:00 p.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 via e-mail to the members of the Board of Directors, pursuant to Article 18 of the Company's Bylaws. All members of the Company's Board of Directors were present, representing sufficient quorum for the installation of the Meeting.

Presiding Board: Joesley Mendonça Batista, Chairman; and Valmor Gomes Morais, Secretary.

Agenda: To approve the amendment and ratification of the reading of items (i)(a) of the Agenda and (ii)(b) of the resolutions of the Minutes of the Company's Board of Directors' Meeting held today at 3:00 p.m. ("Minutes").

Resolutions: The members of the Board of Directors unanimously resolved to amend (i) the reading of item (i)(a) of the Agenda of the Minutes, given that the date of the deed of issue entered into between JBS USA, LLC; JBS USA Finance, Inc. and the Company and other companies acting as guarantors, and Wells Fargo Bank, National Association, was wrongly recorded as September 13, 2013, when the correct date is May 27, 2011; and (ii) the reading of item (ii)(b) of the resolutions of the Minutes, to register that the net proceeds from the Loan, together with the net proceeds from the Issue, will be used to pay the Issuers' debt securities issued on April 27, 2009 and maturing on May 1, 2014, totaling seven hundred million U.S. dollars (US\$700,000,000.00), to pay the early redemption premium and related fees and expenses, as well as to pay a portion of the

Second Amended and Restated Revolving Syndicated Facility Agreement entered into by JBS USA, LLC and JBS Australia Pty Ltd. on June 30, 2011. In view of the said resolution, item (ii)(b) of the resolutions of the Minutes will now read as follows: “*(ii)(b) the utilization of the net proceeds from the Loan, together with the net proceeds from the Issue, to pay the Issuers' debt securities issued on April 27, 2009 and maturing on May 1, 2014, totaling seven hundred million U.S. dollars (US\$700,000,000.00), as well as to pay the early redemption premium and related fees and expenses, as well as to pay a portion of the Second Amended and Restated Revolving Syndicated Facility Agreement entered into by JBS USA, LLC and JBS Australia Pty Ltd. on June 30, 2011.*”

As a result of the above, the attending members resolved to ratify all other items of the Minutes not expressly amended herein.

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 were then read, approved and signed by all attending Board members.

Attending Board Members: Joesley Mendonça Batista, Wesley Mendonça Batista, José Batista Sobrinho, Marcus Vinicius Pratini de Moraes, Peter Dvorsak, Carlos Alberto Caser, Humberto Junqueira de Farias and João Carlos Ferraz.

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

São Paulo, September 13, 2013.

Valmor Gomes Morais
Secretary