

Sunstate Research

Requester's Name

Address

6000000 28392

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. JDS Juices, Deliveries & Services, Inc. (Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

00 MAR 20 PM 3:19
REGISTRATION STATE
TALLAHASSEE, FLORIDA

FILED

- Walk in (checked), Pick up time, Certified Copy (checked), Mail out, Will wait, Photocopy, Certificate of Status

NEW FILINGS

- Profit (checked), Not for Profit, Limited Liability, Domestication, Other

AMENDMENTS

- Amendment, Resignation of R.A., Officer/Director, Change of Registered Agent, Dissolution/Withdrawal, Merger

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OTHER FILINGS

- Annual Report, Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign, Limited Partnership, Reinstatement, Trademark, Other

REGISTRATION STATE
TALLAHASSEE, FLORIDA

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RECEIVED

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
JDS JUICES, DELIVERIES & SERVICES, INC.**

ARTICLE I - NAME

The name of this Corporation is JDS JUICES, DELIVERIES & SERVICES, INC. and its address is c/o Raul J. Salas, 201 S. Biscayne Boulevard, 1500 Miami Center, Miami, Florida 33131.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Corporation Company of Miami, and its address is 201 S. Biscayne Boulevard, 1500 Miami Center, Miami, Florida 33131.

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than three (3). The names and addresses of the initial Directors of this Corporation are:

Sra. Juana Rosa Marti de Prado
529 Terminal Avenue
Newcastle, Delaware 19720

Sr. Francisco Prado
529 Terminal Avenue
Newcastle, Delaware 19720

Sr. Carlos Alberto Parodi
3 De Febrero 1771, Piso 3
(1426) Buenos Aires, Argentina

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is Raul J. Salas and his address is 201 S. Biscayne Boulevard, Suite 1500 , Miami, Florida 33131.

ARTICLE X - SEPARATE ENTITY

This Corporation shall at all times constitute a legal entity separate from any Affiliate (as defined below). Without limiting the generality of the foregoing:

(a) This Corporation shall at all times use its own stationery, invoices and checks which shall indicate its own name and shall be separate and distinct from the stationery, invoices and checks of any Affiliates.

(b) At least one (1) of the Directors of this Corporation shall be an Independent Director. "Independent Director" means a person who (i) except in the capacity as a Director of this Corporation, is not an employee, consultant, agent, or director of this Corporation or any Affiliate, or a former employee, director or shareholder of this Corporation or any Affiliate, (ii) is not a spouse, child, grandchild or sibling of any of (i) above, (iii) is not (and is not affiliated with an entity that is) a significant advisor or consultant to this Corporation, (iv) is not affiliated with a company of which this Corporation is a significant customer or supplier, and (v) has not yet received, and was not a partner, member or an employee of an entity that received, in any year within the five years immediately preceding (or in any year during) such person's incumbency as a Director, fees or other income from this Corporation or any Affiliate(s) in the aggregate in excess of 1% of the gross income (for any applicable year) of such person. For purposes of this definition, "significant," with respect to any relationship between two persons, shall refer to any transactions, services or relationship involving more than the lesser of (A) US \$60,000 per calendar year (or the then equivalent in any other currencies) and (B) ½ of 1% of either person's annual income. In the event of the death, incapacity, resignation or removal of an Independent Director, the Board of Directors

shall promptly appoint a replacement Independent Director. In addition, no Independent Director may be removed unless his or her successor has been appointed.

(c) This Corporation shall maintain its corporate records and books and accounts separate from those of any Affiliate or any other entity. This Corporation shall prepare unaudited quarterly and annual financial statements, and this Corporation's financial statements shall substantially comply with generally accepted accounting principles.

(d) This Corporation shall maintain its own separate bank accounts, payroll and correct, complete and separate books of account.

(e) This Corporation shall hold itself out to the public (including any Affiliate's creditors) under this Corporation's own name and as a separate and distinct corporate entity and not as a department, division or office of any Affiliate.

(f) All customary formalities relating to the corporate existence of this Corporation, including holding meetings of or obtaining the consent of its Board of Directors and/or its stockholders (when appropriate) and maintaining current and accurate minute books separate from those of any Affiliate, shall be observed.

(g) This Corporation shall act solely in its own corporate name and through its own duly authorized officers and agents. No Affiliate shall be appointed or act as agent of this Corporation.

(h) This Corporation shall not guarantee or assume (or hold itself out or permit itself to be held out as having guaranteed or assumed) any liabilities or obligations of any Affiliate.

(i) Assets of this Corporation shall be separately identified, maintained and segregated. This Corporation's assets shall at all times be held by or on behalf of this Corporation, and if held on behalf of this Corporation by another entity, shall at all times be kept identifiable (in

accordance with customary usages) as assets owned by this Corporation. This restriction requires, among other things, that corporate funds shall not be commingled with those of any Affiliate and that this Corporation shall maintain all bank accounts in its own name and with its own tax identification number, separate from those of any Affiliate.

(j) All data and records (including computer records) used by this Corporation or any Affiliate in the collection and administration of any loan made by this Corporation shall reflect this Corporation's ownership interest therein.

(k) None of this Corporation's funds shall be invested in securities issued by any Affiliate.

(l) This Corporation shall not, without the affirmative vote of 100 percent of the Board of Directors: institute proceedings to be adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against it; or file a petition seeking, or consent to, reorganization or relief under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) with respect to this Corporation or any substantial part of its property; or make any assignment for the benefit of creditors; or admit in writing its inability to pay its debts generally as they become due; or take any corporate action in furtherance of any of the foregoing actions.

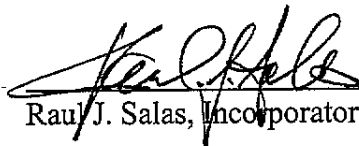
(m) Additionally, this Corporation shall not, without the affirmative vote of 100% of the Board of Directors: consolidate, merge or enter into any form of consolidation with or into any other entity; convey, transfer or lease its assets substantially as an entirety to any person or entity; permit any entity to consolidate, merge or enter into any form of consolidation with or into this Corporation; or amend or modify these Articles.

As used in this Article X, "Affiliate" means any person or entity, other than this Corporation, (i) which owns (beneficially, directly or indirectly) more than 50 percent of the outstanding shares of the common stock of this Corporation or which is otherwise in control of this Corporation, (ii) of which more than 50 percent of the outstanding voting securities are owned (beneficially, directly or indirectly) by any person or entity described in clause (i) above, or (iii) which is controlled by any person or entity described in clause (i) above, provided that, for the purposes of this definition, the terms "control" and "controlled by" shall have the meanings assigned to them in Rule 405 under the Securities Act of 1933, as amended.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16th day of MARCH, 2000.



Raul J. Salas, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 16th DAY OF March, 2000.

CORPORATION COMPANY OF MIAMI

By Lalaine A. Landau
Lalaine A. Landau, Assistant Secretary
for CORPORATION COMPANY OF MIAMI
(Registered Agent)

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CORPORATION COMPANY OF MIAMI
TALLAHASSEE, FLORIDA