

PO200112966

OFFICE USE ONLY (Document #)

EXPRESS CORPORATE FILING SERVICE INC.
 (Requestor's Name)
 1000 PONCE DE LEON BLVD. STE: 101
 (Address)
 CORAL GABLES, FL 33134 305-444-4994
 (City, State, Zip) (Phone #)

200008469622--6
 -10/21/02--01003--005
 *****315.00 *****78.75

OFFICE USE ONLY

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

1. MESOAMERICA FOODS CORP (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

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

02 OCT 21 PM 12:42
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

FILED

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

02 OCT 21 AM 9:32
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

RECEIVED

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials _____

**ARTICLES OF INCORPORATION
OF
MESOAMERICA FOODS CORP**

FILED
02 OCT 21 PM 12:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be **MESOAMERICA FOODS CORP** the existence of this corporation shall commence upon the filing of these Articles of Incorporation and shall continue perpetually unless dissolved by law.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 600 Brickell Avenue, Suite 301 J, Miami, Florida 33131.

**ARTICLE III
NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE IV
CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock with par value of one (\$1.00) dollar per share.

**ARTICLE V
INITIAL REGISTERED AGENT AND ADDRESS**

The name of the initial registered agent is:

**Francisco Jose Menendez Chiu
600 Brickell Avenue, Suite 301 J
Miami, Florida 33131**

**ARTICLE VI
INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

**Francisco Jose Menendez Chiu
600 Brickell Avenue, Suite 301 J
Miami, Florida 33131**

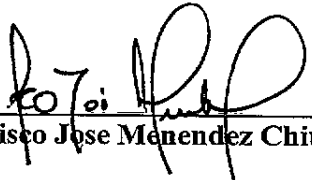
**ARTICLE VII
OFFICERS AND DIRECTORS**

The initial board of directors of the corporation shall be composed of one director. The name and address of the initial officer and director who shall hold office for the first year of the corporation, or until a successor is elected or appointed is:

**Francisco Jose Menendez Chiu
600 Brickell Avenue, Suite 301 J
Miami, Florida 33131**

President and Secretary

The undersigned Incorporator has executed these Articles of Incorporation this 16th day of, October 2002.



Francisco Jose Menendez Chiu

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **MESOAMERICA FOODS CORP**
2. The name and address of the registered agent and office is:

Francisco Jose Menendez Chiu
600 Brickell Avenue, Suite 301 J
Miami, Florida 33131

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Francisco Jose Menendez Chiu, Registered Agent

Dated: October 18, 2002

FILED
02 OCT 21 PM 12:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA