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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

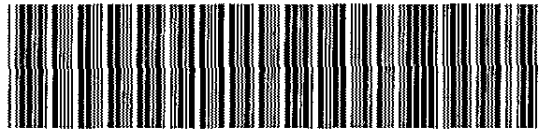
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03 APR 21 AM 9:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: TROPIFOODS CORPORATION
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: ROBERTO C. LOPEZ
Name (Printed or typed)

9805 NW 52 ST. STE. 419
Address

MIAMI, FLORIDA 33178
City, State & Zip

(305) 639-2795
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

FILED

03 APR 21 AM 9:07

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

TROPIFOODS CORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: TROPIFOODS CORPORATION

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

9805 NW. 52 ST. STE# 419
MIAMI, FL 33178

(THE PRINCIPAL ADDRESS AND REGISTERED OFFICE ADDRESS ARE THE SAME)

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

FIFTY (50) SUCH SHARES SHALL BE OF A SINGLE CLASS AND SHALL BE WITHOUT PAR VALUE.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

MR. ROBERTO C. LOPEZ
9805 NW 52ST. STE# 419
MIAMI, FL 33178

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the the incorporator(s) to these Articles of Incorporation is (are):

ROBERTO C. LOPEZ

9805 NW. 52 ST. STE# 419
MIAMI, FL 33178

The undersigned has (have) executed these Articles of Incorporation this
Fifteen Day of April, 2003



Signature/Title
PRESIDENT

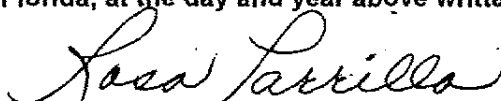
STATE OF FLORIDA)
COUNTY OF DADE) SS

I HEREBY CERTIFY that on the Fifteen day of April, 2003 personally appeared before me,
an authorized officer duly commissioned to administer oaths and take acknowledgments:

ROBERTO C. LOPEZ

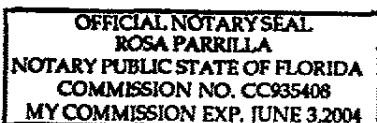
to me well known and known to be the person who executed the foregoing Articles of
Incorporation, and acknowledged that he signed and executed the same for the uses and
purposes herein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, County
of Dade, State of Florida, at the day and year above written.



Notary Public, State of
Florida at Large

My Commission Expires: *June 3, 2004*



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 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: TROPIFOODS CORPORATION

2. The name and address of the registered agent and office is:

ROBERTO C. LOPEZ

(NAME)

9805 NW. 52ST. STE# 419

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FLORIDA 33178

(CITY/STATE/ZIP)

SIGNATURE *Roberto Lopez*
(corporate officer)

TITLE PRESIDENT

DATE 04/11/03

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 ALL 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.

SIGNATURE *Roberto Lopez*
DATE 04/11/03

REGISTERED AGENT FILING FEE: \$35.00

SECRETARY OF STATE
TALLAHASSEE FLORIDA
2003 APR 21 AM 9:07
FILED