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LAW OFFICES
STEVEN M. ROSEN, P.A.

ADMITTED TO PRACTICE IN
FLORIDA AND NEW YORK

5601 BUILDING
5601 BISCAYNE BOULEVARD
MIAMI, FLORIDA 33137
TELEPHONE: (305) 758-3100
FAX: (305) 756-7105
E-MAIL: smriws@cs.com

January 19, 2005

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Whole World Produce, Inc.

Dear Sir or Madam:

I am enclosing an original and one copy of the Articles of Incorporation, together with a check in the amount of \$78.75 payable to the Florida Department of State, therein reflecting your filing fee.

Upon your receipt of these documents, kindly file same and return certified copy evidencing said filing to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

STEVEN M. ROSEN

SMR/su
encls.
corp\pet\sec state.ltr

ARTICLES OF INCORPORATION
OF
WHOLE WORLD PRODUCE, INC.

FILED
05 JAN 21 PM 2:36
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

ARTICLE I. - CORPORATE NAME:

The name of the corporation is:

WHOLE WORLD PRODUCE, INC.

The principal address of the corporation shall be:

5601 Biscayne Blvd.
Miami, Florida 33137

ARTICLE II. - NATURE OF CORPORATE BUSINESS:

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III. - CAPITAL STOCK:

The corporation is authorized to issue and have outstanding at any one time an aggregate number of 100 shares of one class of common stock having \$5.00 par value.

The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV. - PREEMPTIVE RIGHTS:

All shareholders of the corporation shall be vested with full preemptive rights.

**ARTICLE V. - INITIAL REGISTERED AGENT AND
INITIAL REGISTERED OFFICE:**

The corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT:
STEVEN M. ROSEN, ESQ.

INITIAL REGISTERED OFFICE:
5601 Biscayne Boulevard
Miami, Florida 33137

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT:

Having been named Initial Registered Agent to accept service of process on the corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.



REGISTERED AGENT, STEVEN M. ROSEN

ARTICLE VI. - INITIAL BOARD OF DIRECTORS:

The number of directors constituting the Initial Board of Directors of the corporation is ONE
(1).

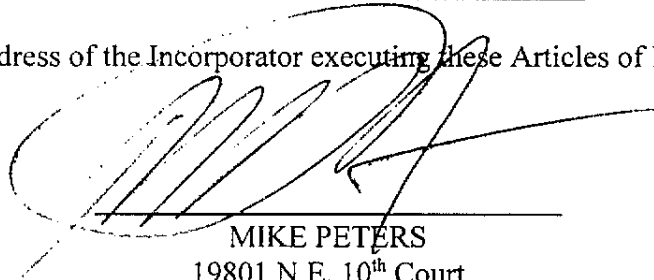
ARTICLE VII. - INITIAL DIRECTORS:

The name and address of the Initial Board of Directors are:

MIKE PETERS
19801 N.E. 10th Court
North Miami, Florida 33174

ARTICLE VIII. - INCORPORATOR:

The name and address of the Incorporator executing these Articles of Incorporation are:



MIKE PETERS
19801 N.E. 10th Court
North Miami, Florida 33174

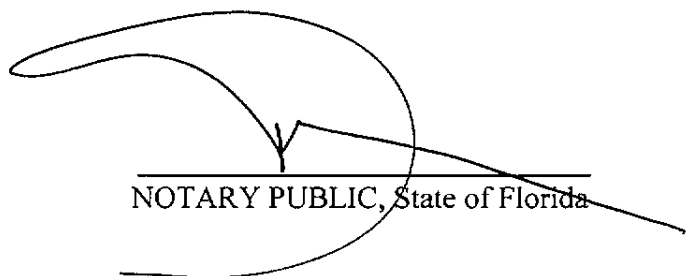
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, personally appeared MIKE PETERS to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESSED my hand and official seal in the County and State named hereto above, this

18 day of Jan, 2006



NOTARY PUBLIC, State of Florida

My Commission Expires:



Steven M. Rosen
My Commission DO338621
Expires August 20, 2008