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Suyapa E. Lagos,

240 NW 40th Ave., Miami, Florida 33126

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

AUG 25 1998

ARTICLES OF INCORPORATION
OF
Padrino's Produce, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, desiring to form a corporation under the provisions of the Laws of the State of Florida, hereby make, subscribe and acknowledge before a Notary Public, and file with the Secretary of State of the State of Florida, Articles of Incorporation, as follows:

- I. The name of the propose corporation shall be:
Padrino's Produce, Inc.
- II. The general nature of the business and the object and purposes proposed to be transacted and carried on, are to do any and all things hereinafter mentioned, as fully and as to the same extent as natural persons might or could do, viz: Buy, Sell, Import and Export Produce Products.
 - A. The corporation shall engage in any activity or business permitted under the laws of the United States of America and the State of Florida.
 - B. To buy, acquire, hold, use, employ, mortgage, convey, lease and dispose of patent rights, letters patent, processes, devices, inventions, trademarks, formulas, good will and other rights, to take, acquire, buy, hold, maintain, work, develop, sell, convey, lease, mortgage, exchange improve and otherwise deal in and dispose of real estate and real property, or any interest or rights therein, without a limit as to the amount, to lend money on notes secured by mortgage and real property, and to make advances from time to time on notes secured by mortgage for future advance on real estate; but nothing herein set forth shall give or be construed to give said corporation any banking powers.
 - C. To purchase, acquire, hold and dispose of stocks, bonds and other obligations, including judgments, interest, accounts or debts of any person, partnership and/or corporation, domestic or foreign (except moneyed or transportation or banking or insurance corporations) owning or controlling any articles which are or might be or become useful in the business of this company and to purchase, acquire, hold and dispose of stocks, bonds or other obligations, including judgments, interest, accounts or debts of any corporation, domestic or foreign (except moneyed of transportation or banking or insurance corporations) engage in a business similar to that of this company, or engaged in the manufacture, use or sale of property, or in the construction or operation of works necessary or useful in the business of this company, or in which, or in connection with which, the manufactured articles, products or property of this company may be used, or any corporation with which this corporation is or may be authorized to consolidate according to law, and this company may issue in exchange therefor the stock, bonds, or other obligations of this company.
 - D. To purchase, take and lease or, in exchange, hire or otherwise acquire any real or personal property, rights, licenses, permits, good will or privileges suitable or convenient for any of the purposes of this business, and to purchase, acquire, erect and construct, make improvements of building, warehouses, machinery and retain stores, insofar as the same may be appurtenant to or useful for the conduct of the business as above specified; but only to the extent to which the company may be authorized by the statutes under which it is organized.
 - E. To acquire and carry on all or any part of the business or property of any company engaged in a business similar to that authorized to be conducted by this company, or with which this company is authorized under the laws of this State to consolidate, or whose stock the company, under the laws of this State and the provisions of this Certificate, is authorized to

purchase and to undertake in conjunction therewith, any liabilities of any person, firm, association or company described as aforesaid, possessed of property suitable for any of the purposes of this company, or for carrying on any business which this company is authorized to conduct, and as the consideration for the same, to pay cash or to issue shares, stocks or obligations of this company.

- F. Subject to the limitations herein prescribe and the statutes of this State, to purchase, subscribe for or otherwise acquire and to hold the shares, stocks or obligations of any company organized under the Laws of this State or of any territory of the United States, or of any foreign country, except moneyed or transportation or banking or insurance corporations, and to sell or exchange the same, or upon the distribution of assets or dividends or profits, to distribute any such shares, stocks or obligations or proceeds thereof among the stockholders of this company.
 - G. Subject to the limitations herein prescribed and the requirements of the statutes of this State, to borrow or raise money for the purpose of the company, and to secure the same and interest, or for any other purpose, to mortgage all or any part of the property, corporeal or incorporeal rights or franchises of this company now owed or hereafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange promissory notes, or other obligations or negotiable instruments.
 - H. Subject to the limitations herein prescribed and the requirements of the statutes of this State, to guarantee the payment of dividends or interest on any shares, stocks debentures or other securities issued by, or any other contract or obligation of, any corporation described as aforesaid, whenever proper or necessary for the business of the company, and provided the required authority be first obtained for that purpose and always subject to the limitations herein prescribed.
 - I. And further, to do and perform and cause to be done and performed, each, any and all of the acts and things above enumerated, and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given, always provided the grant of the foregoing enumerated powers in upon the express condition precedent, that the various powers above enumerated shall be exercised by said company only in case the same are authorized to be exercised by the acts above
- III. The maximum number of shares of Common Stock outstanding at any one time shall be 100 shares, without nominal or par value, all one class.
- IV. The corporation will begin business with a sum of Two Thousand Dollars capital, all of which sums have been paid in full by the subscribers hereto.
- V. The corporation shall have perpetual existence.
- VI. The principal place of business of this corporation shall be at:
240 NW 40th Ave., Miami, Florida 33126 with the privilege of having branch offices at any other place, and the Registered Office and office of the Resident Agent shall be: Suyapa E. Lagos of the same address.
- VII. The number of directors of this corporation shall be not less than (2) nor more than (5).
- VIII. The names and post office addresses of the officers, all of whom shall constituted the first Board of Directors, are as follows:

PRESIDENT:

Edgardo R. Vasquez
240 NW 40th Ave.
Miami, Florida 33126

VICE PRESIDENT:

Suyapa E. Lagos
240 NW 40th Ave.
Miami, Florida 33126

SECRETARY:

Claudia P. Vasquez
240 NW 40th Ave.
Miami, Florida 33126

and

TREASURER:

Edgardo R. Vasquez
240 NW 40 Ave.
Miami, Florida 33126

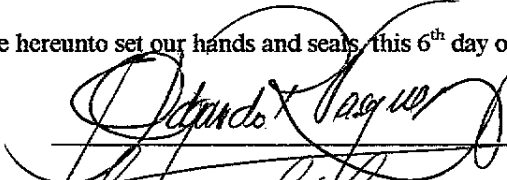
IX. All of said directors are of full age and at least one of them is a citizen of the United States.

X. The names and post office addresses of each subscriber of this Certificate of Incorporation, and the number of shares of stock which each agrees to take, and the sums subscribed to and paid, are as follows:

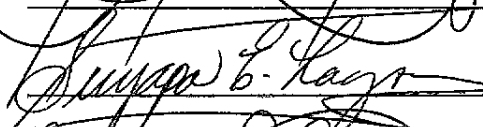
<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>AMOUNT</u>
Edgardo R. Vasquez	240 NW 40 th Ave.	(50)	\$1,000.00
Suyapa E. Lagos	240 NW 40 th Ave.	(49)	\$ 990.00
Claudia P. Vasquez	240 NW 40 th Ave.	(1)	\$ 10.00

No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that any one more of the directors of this corporation is, or are interested in, or is a director or officer, or are directors or officers, of such corporation.

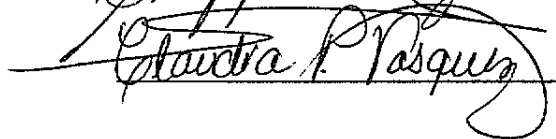
IN WITNESS WHEREOF, we have hereunto set our hands and seals, this 6th day of August, 1998.



(SEAL)



(SEAL)



(SEAL)

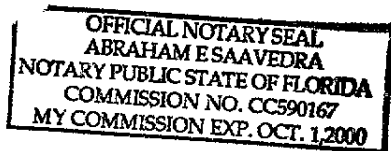
STATE OF FLORIDA

COUNTY OF MIAMI DADE

BEFORE ME, a Notary Public authorized to take acknowledgments I have hereunto affixed my hand and seal, in the State and County aforesaid, this 6th day of August, 1998.



NOTARY PUBLIC AT LARGE

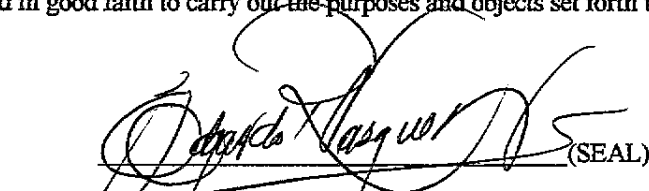
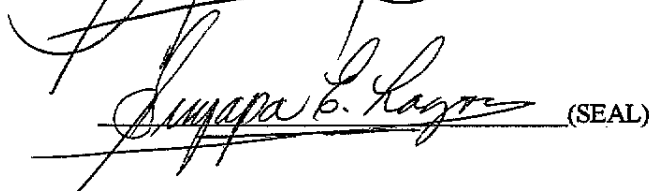
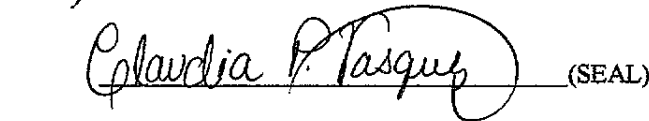


STATE OF FLORIDA

COUNTY OF MIAMI DADE

PERSONALLY APPEARED BEFORE ME, the undersigned authority,
Edgardo R. Vasquez
Suyapa E. Lagos
Claudia P. Vasquez

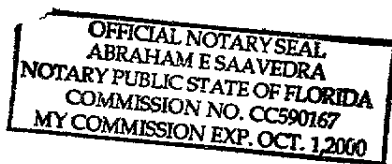
to me known to be the Incorporators described in the foregoing Certificate of Incorporation of Padrino's Produce, Inc., and they acknowledged the same, end after being by me duly sworn, upon their oath depose and say: That it is intended in good faith to carry out the purposes and objects set forth therein.

 (SEAL)
 (SEAL)
 (SEAL)

SWORN AND SUBSCRIBED TO BEFORE ME

THIS 6th DAY OF August, 1998 IN MIAMI DADE COUNTY, STATE OF FLORIDA


NOTARY PUBLIC AT LARGE



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with
said act

FIRST: That Padrino's Produce, Inc. desiring to organize under the laws of the State of Florida with its
principal offices as indicated in the Articles of Incorporation in the City of Miami, County of Miami Dade
State of Florida, has named Suyapa E. Lagos

Located at 240 NW 40th Ave., Miami, Florida 33126

Florida as its agents to accept services of process within this State.

SIGNATURE



NAME & TITLE Suyapa E. Lagos, Vice President

DATE August 6th 1998

BY SUYAPA E. LAGOS

Resident Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA