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99 MAR 23 AM 9:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 17, 1999

Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

000002815950--7

-03/23/99-01089-003

****131.25 *****87.50

RE: Incorporation of New York Produce of Florida, Inc.

To Whom It May Concern:

Enclosed please find the Articles of Incorporation and the Certificate Designating Place of Business or Domicile For The Service of Process Within This State Naming Agent Upon Whom Process May Be Served for New York Produce of Florida, Inc.

I am enclosing a check in the amount of \$131.25 for the following: 1) the incorporation of New York Produce of Florida, Inc.; 2) a certified copy; and 3) certificate.

Thank you.

Sincerely,

Elio Valdivia
Elio A. Valdivia

Enclosure

PH
3/29/99✓

**ARTICLES OF INCORPORATION OF
NEW YORK PRODUCE OF FLORIDA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act, does hereby certify as follows:

ARTICLE I The name of the Corporation is NEW YORK PRODUCE OF FLORIDA, INC.

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

ARTICLE III The aggregate number of shares which the Corporation shall have authority to issue is 100 (One Hundred) shares of non par value Common Stock.

ARTICLE IV The sole incorporator and Director of the Corporation shall be ELIO A. VALDIVIA. The post office address of the registered principal place of business, the incorporator, and Director of the corporation is 1950 South Ocean Drive, Apartment 10P, Hallandale, Florida 33009.

ARTICLE V The resident agent of the Corporation shall be Ana M. Portal whose post office address is 11880 S.W. 40th Street, Suite #405, Miami, Florida 33175.

ARTICLE VI The Corporation will have at least one Director and all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Director(s).

Signed on March 22, 1999

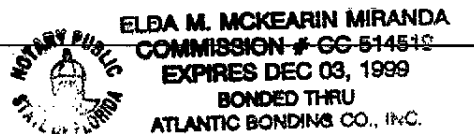
Elio A. Valdivia
Elio A. Valdivia

STATE OF FLORIDA)

COUNTY OF DADE)

I, the undersigned authority, hereby certify that the foregoing instrument was subscribed before me by Elio A. Valdivia who is personally known to me, on this 22nd day of March, 1999.

Elida M. McKearin Miranda
Notary Public, State of Florida



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

FOR THE SERVICE OF PROCESS WITHIN THIS STATE

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that New York Produce of Florida, Inc., desiring to organize under the laws of the State of Florida, with its principal address indicated in the Articles of Incorporation at the City of Hallandale, County of Broward, State of Florida, has named Ana M. Portal, located at 11880 Bird Road, Suite 405, Miami, Fla. 33175 as its agent to accept service of process within this State.

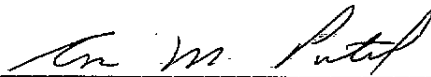


Elio A. Valdivia

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

FOR NEW YORK PRODUCE OF FLORIDA, INC.

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in these articles of incorporation, 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.



Ana M. Portal

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA