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Florida Department of State
Division of Corporations
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99 JUN 28 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

unlimited foods, incorporated

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
UNLIMITED FOODS, INCORPORATED**

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

The name of the corporation shall be:

UNLIMITED FOODS, INCORPORATED

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

10300 SUNSET DR., SUITE 435
MIAMI, FL 33173

ARTICLE II

This corporation may engage in or transact 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 III

The aggregate number of stock and its par value that this corporation is authorized to have outstanding at any one time is:

1,000 shares of Common Stock, each have \$ 1.00 par value.

ARTICLE IV

This corporation is to exist perpetually.

ARTICLE V

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase un-issued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or to acquire shares of any such un-issued or treasury shares.

ARTICLE VI

The name(s) and street address(es) of the initial officer(s) and directors(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is (are):

Carlos Alberto Hernandez Lopez	Carrera 81 # 33A-7 Medellin, Colombia, S.A.	President
Maria Eugenia Cuartas Madrid	Carrera 81 # 33A-7 Medellin, Colombia, S.A.	V-President/Secretary

Prepared by : Tallason Advisory Corp. (Yolanda Duran- Accountant)
10300 Sunset Dr., suite 435, Miami, FL 33173

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ARTICLE VII

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

Yolanda Duran 10300 Sunset Dr., Suite 435
Miami, FL 33173

IN WITNESS WHEREOF, the undersigned incorporator (s) has have executed these Articles of
Incorporation this 28 day of June 1999

Signature (s) of Incorporator (s)

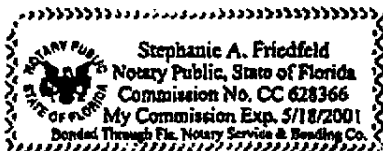
Yolanda Duran

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged and sworn to before me this 28th day of JUNE
1999 by Yolanda Duran (she) He is personally
known to me and did not take an oath.

Stephanie A. Friedfeld
Notary Public

(SEAL)



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ARTICLE VIII

The names and addresses of the subscribers to these Articles of Incorporation and the number of shares of common stock they agree to take are:

Carlos Alberto Hernandez Lopez 50%
Carrera 81 # 33A-7 , Medellin, Colombia S.A.

Maria Eugenia Cuartas Madrid 50%
Carrera 81# 33A-7 , Medellin, Colombia S.A.

ARTICLE IX

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any writing inferred upon the shareholders shall be subject to this reservation.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

- 1- The name of the corporation is: **UNLIMITED FOODS, INCORPORATED**
- 2- The name and the address of the registered agent and office is:

**TALIESON ADVISORY CORP
10300 SUNSET DR., SUITE 435
MIAMI, FL 33173**

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 ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Claudio R. Durán
(Registered Agent)

DATE

6/28/99

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TALLAHASSEE, FLORIDA

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ASSIGNMENT OF SUBSCRIPTION OF
UNLIMITED FOODS, INCORPORATED

I (We) YOLANDA DURAN hereby assign to CARLOS ALBERTO
HERNANDEZ Y MARIA EUGENIA CUARTAS MADRID all of my (our) rights to the
share of the capital stock of the above named corporation organized under the laws of the
State of Florida, which I have acquired either by being an incorporator of the above
named corporation, a subscriber to the Articles of Incorporation or a subscriber to the
capital stock of the above named corporation.

Executed : 6/28, 1999

Yolanda Duran

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