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April 19, 2000

Secretary of State
Division of Corporations
P O Box 6327
Tallahassee FL 32314

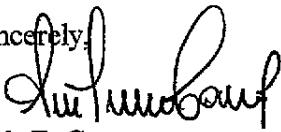
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*****87.50 *****87.50

SUBJECT: COPELIA FOODS CORPORATION

Enclosed please find the original and one copy of Articles of Incorporation, along with a check in the amount of \$87.50.

This represents the cost of the filing fees, Certified Copy of Articles of Incorporation for the above named corporation.

Sincerely,



Luis F. Cano

MAILING ADDRESS OF CORPORATION

15003 SW 65th Terrace
Miami, Florida 33193

PHONE: (305) 380-9844

FILED
00 APR 24 AM 9:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

S. Thompson APR 26 2000

**ARTICLES OF INCORPORATION
OF
COPELIA FOODS CORPORATION**

FILED
00 APR 24 AM 9:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, each natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be:

COPELIA FOODS CORPORATION

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are:

IMPORT-EXPORT PRODUCT DISTRIBUTION

And, in general, to carry on any business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

And, further, to borrow or raise money for any purposes of the company, and to secure the same interest, or for other purposes, to mortgage all or part of the property corporeal or incorporeal rights or franchises of this company now owned or hereinafter acquired, and to create, issue, draw, accept and negotiate bonds and mortgages, bills or exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) shares with a par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which this corporation will begin business is not less than five hundred dollars (\$500.00).

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is:

15003 SW 65TH TERRACE, MIAMI FLORIDA 33193

The Board of Directors may from time to time move the principal office to any other address in the State of Florida and establish branches and subsidiaries in any place within and without the United States.

ARTICLE VII

DIRECTOR(S)

This corporation shall have two (3) directors initially. The number of directors may be increased or diminished from time to time by laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The name(s) and post office address(es) of the number of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation, by by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until/their successors are elected and have qualified, are:

**LUIS F. CANO
15003 SW 65TH TERRACE
MIAMI, FLORIDA 33193
JORGE E. CANO
15003 SW 65TH TERRACE
MIAMI, FLORIDA 33193**

HERNAN D. PULGARIN
15003 SW 65TH TERRACE
MIAMI, FLORIDA 33193

ARTICLE IX

SUBSCRIBERS

The names and post office addresses of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration thereof, are:

LUIS F. CANO
15003 SW 65TH TERRACE
MIAMI, FLORIDA 33193
125 SHARES

JORGE E. CANO
15003 SW 65TH TERRACE
MIAMI, FLORIDA 33193
208 SHARES

HERNAN D. PULGARIN
15003 SW 65TH TERRACE
MIAMI, FLORIDA 33193
167 SHARES

ARTICLE X

AMENDMENT

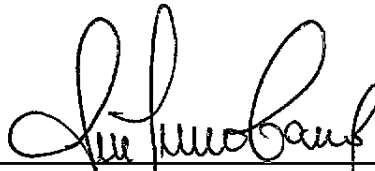
These Articles of Incorporation may be amended in the manner provided by the law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by 100% of the stock to vote thereon.

ARTICLE XI

DESIGNATION OF REGISTERED RESIDENT AGENT

That, Luis F. Cano located at 15003 SW 65th Terrace, City of Miami, State of Florida, is Hereby named Registered resident agent for this corporation to be its agent and to accept service of process within the State of Florida at this registered office.

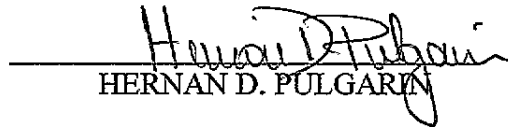
WE, THE UNDERSIGNED, being each and all of the original subscribers to the capital stock hereabout named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereabout set forth as to each of us, and accordingly have hereunto set our hands and seals this **13th day of April, 2000.**



LUIS F. CANO



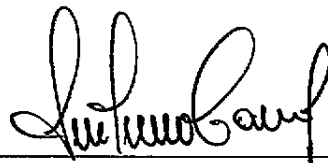
JORGE E. CANO



HERNAN D. PULGARIN

ACKNOWLEDGMENT

Having been named to accept service of process for **COPELIA FOODS CORPORATION** at the place designated in this article, I hereby accept to act in this capacity and agree to comply with this provision of said act relative to keeping open said office.

By: 
Registered Resident Agent

STATE OF FLORIDA :

COUNTY OF DADE :

I hereby certify, that on this day before me, a notary public, duly authorized to administer oaths and take acknowledgments, personally appeared, to me well known to be the person(s) described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

Witness, my hand and seal in the County and state above, this 13th of April of 2000.

My commission expires: *May 12, 2001*

Niria Rodriguez

NOTARY PUBLIC

