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2003 SEP -9 PM 12:27
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN SEP 15 2003

Law Office of
SCOTT D. EGGLESTON
Attorney At Law

12000 Biscayne Blvd
Suite 220
Miami, Florida 33181

(305) 892-8088 PH
(305) 892-9562 FX

September 3, 2003


Registration Section
Division of Corporation
P.O. Box 6327
Tallahassee, Fl 32314

To Whom It May Concern:

Enclosed please find the articles of organization for Absolute Fruits & Vegetables, L. C. and a check for the filing fee, certified copy and certificate of status in the amount of \$160.00.

Thank you in advance for your attention to this matter.

Sincerely,


Scott Egleston

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ARTICLES OF ORGANIZATION

OF

ABSOLUTE FRUITS & VEGETABLES, L.L.C.

A Florida Limited Liability Company

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BRYAN CORPORATION
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a limited liability company under Florida Limited Liability Company Act, adopts the following Article of Organization.

ARTICLE ONE

Name and Address

The name of the company is ***ABSOLUTE FRUITS & VEGETABLES, L.L.C.*** and the street address of the principle of the company and mailing address of the company shall be: 12000 Biscayne Blvd., Ste. 220, North Miami, Florida 333181

ARTICLE TWO

Duration

The company shall commence its existence on the date of filing of the Articles of Organization with the Department of State of the State of Florida, and the duration of the company shall be perpetual.

ARTICLE THREE

Purpose

The general purposes for which the company is organized are:

- A. To transact any lawful business for which limited companies are organized under the Florida Limited Liability Company Act.
- B. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

- C. To carry on and engage in the business of importing, marketing, distributing, selling, wholesaling, retailing of fruits, vegetables, commodities, produce food related items, including, any and all acts necessary and/or related thereto.
- D. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE FOUR
Registered Office and Agent

The street address of the initial registered office of the Company is 12000 Biscayne Blvd. Suite 220, North Miami, Florida 33181, and the name of its initial registered agent as such address is Scott Egleston.

ARTICLE FIVE
Admission of Additional Members

No additional members shall be admitted to the Company except with the unanimous consent of the members of the Company and upon such items and conditions as determined by all the members.

ARTICLE SIX
Termination of Existence

The company shall not be dissolved upon the death, retirement, resignation, bankruptcy or dissolution of a member.

ARTICLE SEVEN
Management

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The company is to be member managed by one member and is therefore a member managed company.

ARTICLE EIGHT

Voting

Except as otherwise provided in regulations adopted by the members each member shall have one (1) vote. Decisions shall be made by majority vote.

ARTICLE NINE

Books and Records

The Manager shall keep, or cause to be kept, at the principal place of business of the Company true and correct books of account, in which shall be entered fully and accurately each and every transaction of the Company. The Company's taxable and fiscal years shall be the same as the taxable and fiscal years of the Members.

ARTICLE TEN

Distribution and Allocations

All distributions of cash or other assets of the company shall be split equally between the three (3) members. Each member will receive one third (1/3) of the profits of the company annually. The members can at their sole discretion agree to reinvest the profits back into the company. No member shall be obligated to reinvest their portion of the profits into the company.

ARTICLE ELEVEN

Limitation of Liability

Limited Liability except as otherwise provided by the Act, the debts, obligations and liabilities of the Company, whether arising in contract, tort or otherwise, shall be solely the debts, obligations and liabilities of the Company, and the Members shall not be

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TALLAHASSEE, FLORIDA

obligated personally for any such debt, obligation or liability of the Company solely by reason of being Members. The failure of the Company to observe any formalities or requirements relating to the exercise of its powers or the management of its business or affairs under this Operating Agreement or the Act shall not be grounds for imposing personal liability on the Members.

ARTICLE TWELVE
Regulations

Except as otherwise provided in regulations adopted by, and any written agreement entered by the members, the members may, from time to time, by majority vote adopt or alter any of the regulations for the company.

IN WITNESS WHEREOF, this Operating Agreement has been made and executed by the Members effective as of the date of filing the Articles of Organization.



ALFREDO PEREZ, SR.



ALFREDO GUILLERMO PEREZ



MARIA GABRIELA EGLESTON

IN WITNESS WHEREOF, the undersigned, as authorized representative of the members, has executed these Articles of Organizations of Absolute Fruits and Vegetables L.L.C. of the State of Florida, on this 29 day of August 2003.



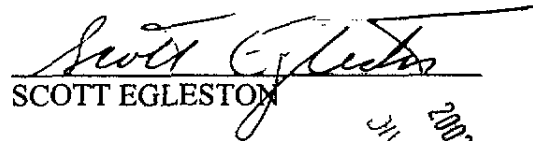
SCOTT EGLESTON

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JULIANNE CORPORATION'S
TALLAHASSEE, FLORIDA

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

ACKNOWLEDGEMENT OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability Company 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 am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608. F.S.


SCOTT EGLESTON

STATE OF FLORIDA)
 :SS
COUNTY OF MIAMI DADE)

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JULY 10th OF CORPORATIONS
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared Scott Egleston who, upon oath, acknowledge before me that he executed the foregoing ARTICLE OF ORGANIZATION of Absolute Fruits and Vegetables L.L.C., a Florida Limited Liability Company voluntarily, and for the purpose therein expressed.

WITNESS my hand and seal, at Miami Dade County and State aforesaid, this
29 day of August 2003.

MY COMMISSION EXPIRES:


NAME: Synthia Guzman
NOTARY PUBLIC, STATE OF FLORIDA
Serial No.:



SYNTHIA GUZMAN
MY COMMISSION # DD 167570
EXPIRES: November 25, 2006
Bonded Thru Budget Notary Services