

FROM: J.E. OYARCE & ASSOCIATES
Division of Corporations

PHONE NO : 305 324 4959

SEP 16 1999 2:53PM

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Florida Department of State
Division of Corporations
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Account Number : I19990000186
Phone : (305) 324-2248
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LIMITED LIABILITY COMPANY
PROIMPORT, L.C.

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$293.75

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**ARTICLES OF ORGANIZATION FOR
PROIMPORT, L.C.**

ARTICLE I
NAME

The name of the Limited Liability Company is PROIMPORT, L.C.

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is c/o Carlos Andres Ramirez, 250 Coral Way, Suite 522, Miami, Florida 33145.

ARTICLE III
DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV
PURPOSE OF ORGANIZATION

The Limited Liability Company is organized for the purpose of engaging in any and all other acts or purposes permitted under Section 608.404 of the Florida Statutes 1993, as amended from time to time, and for any and all other applicable or governing laws of the State of Florida, except as any of the foregoing acts and/or purposes may be otherwise barred or restricted by law.

ARTICLE V
MANAGEMENT

The Limited Liability Company is to be managed by a Managing Member and the name and address of the Managing Member is Carlos Andres Ramirez, 20533 Biscayne Boulevard, Suite 242, Aventura, Florida 33180.

ARTICLE VI
ADMISSION OF NEW MEMBERS

Unless otherwise herein specified, no new Members shall be admitted to the Limited Liability Company during the period of its existence. New Members may be admitted pursuant to a vote of not less than 100% of the total existing ownership interests in the Limited Liability Company, which percentage shall be determined and measured by the percentage of ownership interest each Member has in the Limited Liability Company. No individual Member and/or Managing Member of the Limited Liability Company shall ever have the power to terminate or grant membership to any person.

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ARTICLE VII
CONTINUATION AFTER INVOLUNTARY TERMINATION

In the event of termination of the Limited Liability Company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or any other event which involuntarily terminates the Limited Liability Company, then in that event, the remaining and/or surviving Members shall be fully entitled to continue the business of the Limited Liability Company provided that 100% of the ownership interests then remaining shall have agreed to do so in writing.

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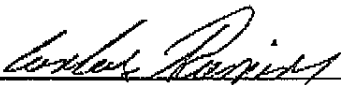
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Members of PROIMPORT, L.C. depose and say:

1. The above-named Limited Liability Company has at least one Members.
2. The total amount of cash contributed by the Members are \$100.
3. The agreed value of property other than cash contributed by the members is \$0.
4. The total amount of cash or property anticipated to be contributed by the Member is \$100. This total includes amounts from items 2 and 3 above.

FRUTERA DEL PACIFICO S. A.**FRUPA, S.A., Managing Member**

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

**Carlos Andres Ramirez, Managing Member**

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

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is PROIMPORT, L.C.
2. The name and address of the Registered Agent and office is:

Michael Feldenkrais, Esq.
Feldenkrais & Associates, P.A.
290 NW 165 Street
Plaza 100
Miami, Florida 33169

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.


MICHAEL FELDENKRAIS, ESQ.

9/17/99

DATE

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ORGANIZATIONAL MEETING OF
ALL OF THE MEMBERS OF
PROIMPORT, L.C.

The undersigned Members of PROIMPORT, L.C. a Limited Liability Company organized and existing under the laws of the State of Florida (the "Company"), as of 9/17, 1999, hereby agree, consent to, adopt and order the following corporate action:

1. The undersigned waive all formal requirements, including the necessity of holding a formal meeting, and any requirement that notice of such meeting be given.
2. The Regulations attached to this corporate action are hereby adopted as the Regulations of this Company.
3. The specimen membership certificate and the company seal thereon as attached hereto are hereby adopted as the membership certificate and seal of this Company.
4. Carlos Andres Ramirez are elected to serve as Managing Members of the Company until removed or until her/his successor shall be duly elected and qualified.
5. The Managing Member is authorized to open bank accounts on behalf of the Company.
6. RESOLVED: That in consideration of the payment set forth below, the Managing Members are authorized to issue membership certificates to the following entity and person and in the following amounts for the consideration paid as indicated:

<u>Name</u>	<u>Consideration</u>
FRUPA, S.A.	\$51.00 and other valuable consideration
Carlos Andres Ramirez SS#589-27-5311	\$49.00 and other valuable consideration

7. The action contained herein shall be effective as of the 27 day of July 1999.


FRUPA, S.A.

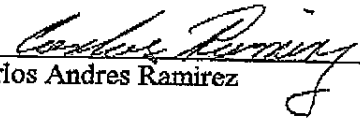
FRUTERA DEL PACIFICO S. A.

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Carlos Andres Ramirez

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