



Del Monte Fresh Produce Company

Jeffrey S. Bailey
Associate Counsel
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P000000004408

January 4, 2000

VIA FEDERAL EXPRESS

Florida Secretary of State
Corporate Filing Section
409 East Gaines Street
Tallahassee, Florida 32399

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-01/05/00--01082--001
*****78.75 *****78.75

Re: Innovative Solutions Resources, Inc.

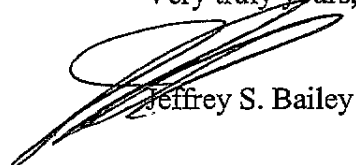
Dear Sir or Madam::

Enclosed for filing, please find the original Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$78.75.

Please return a file stamped copy in the enclosed self-addressed, stamped envelope. If you have any questions or comments, please feel free to contact the undersigned.

Thank you for your assistance.

Very truly yours,



Jeffrey S. Bailey

Enclosures

FILED
00 JAN -5 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-13-00

**ARTICLES OF INCORPORATION
OF
INNOVATIVE SOLUTIONS RESOURCES, INC.**

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is Innovative Solutions Resources, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the corporation is:

8010 SW 152 Avenue
Suite 208
Miami, Florida 33193

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the corporation is authorized to issue is Ten Thousand (10,000) shares, \$.01 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office is: 8010 SW 152nd Avenue, Suite 208, Miami, Florida 33193. The name of the initial registered agent at that office is: Douglas L. Martinez.

**ARTICLE V
INCORPORATOR**

The name and street address of the incorporator of the corporation is: Jeffrey S. Bailey, Esq., 800 South Douglas Road, 12th Floor, Coral Gables, Florida 33134.

Prepared by:
Jeffrey S. Bailey, Esq.
800 South Douglas Road, 12th Floor
Coral Gables, Florida 33134
Florida Bar No. 44873

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00 JAN -5 PM 3:01
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TALLAHASSEE, FLORIDA

ARTICLE VI
INITIAL DIRECTORS

The names and street addresses of the individuals who are to serve as the initial directors of the corporation are:

Pedro A. Martinez 8010 SW 152nd Avenue, Suite 208, Miami, Florida 33193

Douglas L. Martinez 8010 SW 152nd Avenue, Suite 208, Miami, Florida 33193

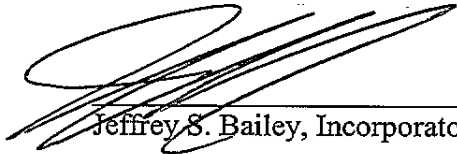
Olga M. Herrera 8010 SW 152nd Avenue, Suite 208, Miami, Florida 33193

Jeffrey S. Bailey 800 South Douglas Road, 12th Floor, Coral Gables, Florida 33134

ARTICLE VII
INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising the powers and duties of an officer or director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4th day of January, 2000.



Jeffrey S. Bailey, Incorporator

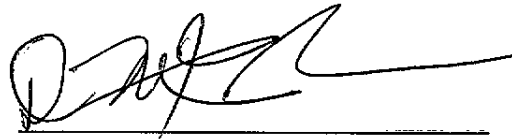
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Jeffrey S. Bailey, Esq.
800 South Douglas Road, 12th Floor
Coral Gables, Florida 33134
Florida Bar No. 44873

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

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned, submits the following statement in accepting the designation as registered agent of Innovative Solutions Resources, Inc., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 4th day of January, 2000.



Douglas L. Martinez

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