



Del Monte Fresh Produce Company

Jeffrey S. Bailey  
Associate Counsel  
(305) 520-8155

P000000004408

January 4, 2000

**VIA FEDERAL EXPRESS**  
Florida Secretary of State  
Corporate Filing Section  
409 East Gaines Street  
Tallahassee, Florida 32399

300003089373--6  
-01/05/00--01082--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**Re: Innovative Solutions Resources, Inc.**

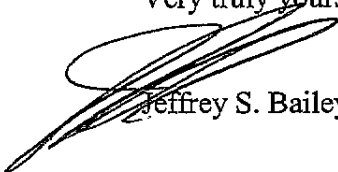
Dear Sir or Madam::

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

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

  
1-3-00

**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 152<sup>nd</sup> 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, 12<sup>th</sup> Floor, Coral Gables, Florida 33134.

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

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**ARTICLE VI**  
**INITIAL DIRECTORS**

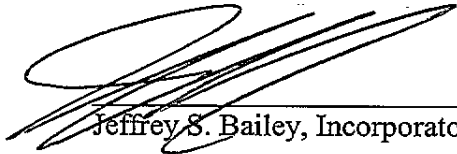
The names and street addresses of the individuals who are to serve as the initial directors of the corporation are:

Pedro A. Martinez    8010 SW 152<sup>nd</sup> Avenue, Suite 208, Miami, Florida 33193  
Douglas L. Martinez    8010 SW 152<sup>nd</sup> Avenue, Suite 208, Miami, Florida 33193  
Olga M. Herrera    8010 SW 152<sup>nd</sup> Avenue, Suite 208, Miami, Florida 33193  
Jeffrey S. Bailey    800 South Douglas Road, 12<sup>th</sup> 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 4<sup>th</sup> day of January, 2000.

  
\_\_\_\_\_  
Jeffrey S. Bailey, Incorporator


Prepared by:  
Jeffrey S. Bailey, Esq.  
800 South Douglas Road, 12<sup>th</sup> 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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