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LAW OFFICES
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January 12, 2000

Division of Corporations
Department of State
ATTN: Corporate Division
Post Office Box 6327
Tallahassee, Florida 32301

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-01/18/00--01097--012
*****78.75 *****78.75

Re: Big Island Fruit Inc.

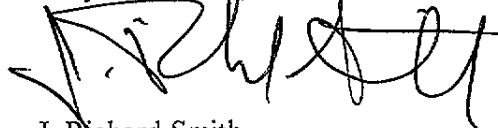
Dear Sir or Madam:

Enclosed please find the following:

1. An original and one copy of the Articles of Incorporation,
2. Designation of Resident Agent on the above-referenced company,
3. Our check number **1197** in the amount of \$78.75, representing the following:
Filing Fees \$ 35.00; Registered Agent Designation \$ 35.00; Certified Copy \$ 8.75.
4. A self-addressed, stamped envelope.

Kindly file the enclosed papers and return a certified copy to this office in envelope which has been provided. Thank you very much.

Very truly yours,



J. Richard Smith

JRS/jgm

FILED
00 JAN 18 AM 7:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JAN 26 2000

**ARTICLES OF INCORPORATION
OF
Big Island Fruit Inc.**

FILED
00 JAN 18 AM 7:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is Big Island Fruit Inc.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

FOURTH: Authorized Shares.

Number. The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of Capital Stock with no stated value.

Stated capital. The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable whether in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

FIFTH: The initial street address in Florida of the initial principal office of the corporation is 815 Dade Street, Immokalee, Florida and the name of the initial registered agent is Donald H. Rhoden at 240 2nd Street N.E. Naples, Florida 34120

SIXTH: The initial board of director(s) shall consist of one member, who need not be resident of the State of Florida or shareholder of the corporation.

SEVENTH: The name(s) and address(es) of the person(s) who shall serve as director(s) until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Name	Number & Street	City	State	Zip Code
Donald H. Rhoden	240 2nd Street N.E.	Naples	Florida	34120

EIGHTH: The name and address of the initial incorporator is as follows:

Name	Number & Street	City	State	Zip Code
Donald H. Rhoden	240 2nd Street N.E.	Naples	Florida	34120

NINTH: An affirmative vote of a majority of the shares of the corporation shall be required for any shareholder action.

TENTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

ELEVENTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the share of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (authorized and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder all shares of common stock currently authorized (authorized and issued).

TWELFTH: The address of the principal office is: 815 Dade Street, Immokalee, Florida.

THIRTEENTH: The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give on shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less that 24 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, THE UNDERSIGNED has executed these Articles of Incorporation at Naples, Florida, on the 13 day of January, 2000.



Donald H. Rhoden
Incorporator

STATE OF FLORIDA)
COUNTY OF COLLIER)

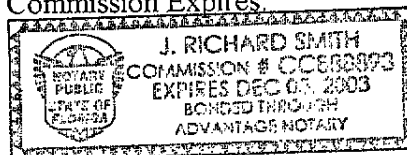
The foregoing Articles of Incorporation of Big Island Fruit Inc., acknowledged before me this 13 day of January, 2000 by Donald H. Rhoden, who is personally known to me and who being by me first duly sworn, on oath did depose and say that the executed the foregoing Affidavit and that the statements contained therein are true and correct to the best of his knowledge, information and belief.



NOTARY PUBLIC

Printed Name

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHO PROCESS MAY BE SERVED.**

FILED
00 JAN 18 AM 7:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

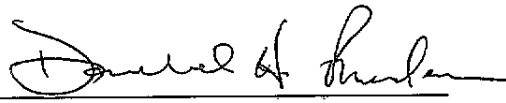
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

1. The name of the corporation is: Big island Fruit Inc., with its principal office, as indicated in the Articles of Incorporation at the City of Immokalee, County of Collier, State of Florida .
2. The name and address of the registered agent named by the corporation as its agent to accept service of process within this state is:

Donald H. Rhoden
240 2nd Street N.E.
City of Naples,
County of Collier
State of Florida 34120

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
Donald H. Rhoden

DATED THIS 13 day of January, 2000.