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(305) 444-4994 (305) 444-4977
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Cima Verde Produce, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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TALLAHASSEE, FLORIDA

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials - 5 2000

ARTICLES OF INCORPORATION

OF

CIMA VERDE PRODUCE, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **CIMA VERDE PRODUCE, Inc.**

ARTICLE II NATURE OF BUSINESS

The general nature of the business and the objectives and the purposes to be transacted and carried on are:

1. For any lawful purpose for which a corporation may operate under the laws of the State of Florida.
2. For any lawful business that a corporation may operate under the laws of the State of Florida.
3. And, in general to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.
4. Moreover, engage in sales of all types of produce.

ARTICLE III DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE IV CAPITAL STOCKS

The maximum numbers of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares at one dollar (\$ 1.00) par value, which shall be designated "Common Shares".

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial registered agent is Manuel Bouza, the address of the initial registered office is 13872 S.W. 156th Street, Miami, Florida 33177

ARTICLE VI INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name(s) and street address(es) of the initial Director(s) are:

<u>Names:</u>		<u>Addresses:</u>
Manuel Bouza	President	13872 S.W. 156 th Street Miami, FL 33177
Ines M. Gallardo	Vice-President	13872 S.W. 156 th Street Miami, FL 33177
Ramon D. Rivas	Treasurer	13872 S.W. 156 th Street Miami, FL 33177

ARTICLE VII LAWS

The By-Laws of this Corporation may be adopted, altered, amended, or repealed by either the stockholder(s) or Director(s).

ARTICLE VIII INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her probata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

<u>Names:</u>		<u>Addresses:</u>
Manuel Bouza	President	13872 S.W. 156 th Street Miami, FL 33177
Ines M. Gallardo	Vice-President	13872 S.W. 156 th Street Miami, FL 33177
Ramon D. Rivas	Treasurer	13872 S.W. 156 TH Street Miami, FL 33177

ARTICLE XI OFFICES

The principal office of the Corporation and mailing address shall be established and maintained at 13872 S.W. 156th Street, Miami, Florida, County of Dade, State of Florida. The Corporation may also have offices at such places within or without the State of Florida as the board may from time to time establish.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

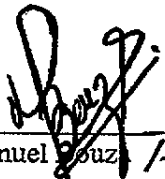
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First, that CIMA VERDE PRODUCE, Inc., a Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Manuel Bouza and the street address of the initial registered office of this Corporation is 13872 S.W. 156th Street, Miami, Florida, as its agent to accept service of process within this State.

Second, Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of said Act relative to keeping open said office and of all statutes relative to the proper and complete discharge of his duties, i.e., Section 607.325 F.S.

Dated this 3 day of April, 2000.

X 
Manuel Bouza / INCORPORATOR/REGISTERED AGENT

SWORN TO AND SUBSCRIBED before me this _____, 2000.

Notary Public, State of Florida

My Commission Expires: