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To:

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Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

CARIBBEAN FRUIT USA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
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ARTICLES OF INCORPORATION
OF
CARIBBEAN FRUIT USA, INC.

FILED
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DIVISION OF CORPORATIONS
00 MAY 17 AM 11:46

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I
NAME

The Name of the corporation ("Corporation") is
Caribbean Fruit USA, Inc.

ARTICLE II
TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law, and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III
PERMITTED ACTIVITY

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 2848 Birkdale Drive, Weston, Florida 33332.

Prepared by:

Leonard Storcheyov, Esq.
2875 NE 191st Street
Suite 500
Aventura, Florida 33180
Tel: (305) 692-8888
Fla. Bar No. 0122599

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**ARTICLE V
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of common stock with par value of \$0.1 each.

**ARTICLE VI
PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**ARTICLE VII
REGISTERED OFFICE AND AGENT**

The initial street address of the Corporation's registered office is 2875 NE 191st Street, Suite 500, Aventura, Florida 33180. The initial registered agent for the corporation at that address is Leonard Storchevoy.

**ARTICLE VIII
DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of no fewer than one person, the exact number to be determined from time to time in accordance with the By Laws. The names and addresses of the persons who will serve on the initial Board of Directors are:

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Name and Address

Angela M. Useche
2848 Birkdale Drive
Weston, Florida 33332

Miguel F. Solano
2848 Birkdale Drive
Weston, Florida 33332

Title

President

Vice President


ARTICLE IX
INCORPORATOR

The name and address of the incorporator is Angela M. Useche, 2848 Birkdale Drive, Weston, Florida 33332.

ARTICLE X
INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16 day of May 2000.



ANGELA M. USECHE

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STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Angela M. Useche who is known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

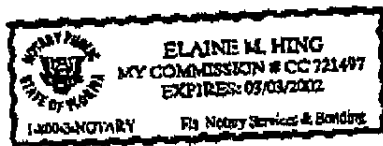
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my office seal on this 16th day of May 2000.

Elaine M. Hing

NOTARY PUBLIC, State of Florida, at

Large

My Commission Expires:



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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

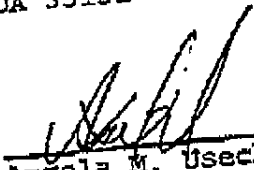
Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is:

CARIBBEAN FRUIT USA, INC.

2. The name and address of the Registered Agent is

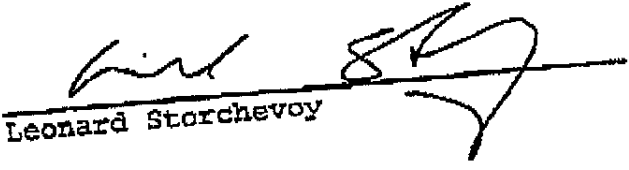
LEONARD STORCHEVOY, ESQ.
2875 NE 191ST STREET, SUITE 500
AVENTURA, FLORIDA 33131


Angela M. Useche, President

Dated: 05/16/2000

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Caribbean Fruit USA, Inc., at the place designated in these Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Leonard Storchey

Dated: 05/16/2000

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