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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

**FLORIDA PROFIT CORPORATION OR P.A.**

**CANOA FOODS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is

Canoa Foods, Inc.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the business of  
Distribution of Food Products
2. To transact any other lawful business for which corporations may be  
incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary  
or desirable in order to accomplish the foregoing.

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ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall be \$ 5.00 par value.

ARTICLE FIVE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferable only to natural persons.

ARTICLE SIX

No stockholder shall have the right to sell, assign, pledge, transfer, devise, or otherwise dispose of any of the share of the corporation without first offering such shares for sale to the corporation at the net asset value thereof.

ARTICLE SEVEN

The street address of the initial principal office of the corporation is

18524 NE 2<sup>nd</sup> Avenue

Miami, FL 33179

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ARTICLE EIGHT

The number of directors constituting the initial board of directors of the corporation is three. The name and address of each person who is to serve as a member of the initial board of directors is:

NAME	ADDRESS
Guillermo Gutierrez President/Treasurer	5600 Collins Avenue, # 4A Miami Beach, FL 33140
Juan J. Gutierrez Vice-President	5600 Collins Avenue, # 4A Miami Beach, FL 33140
Ana M. Gutierrez Secretary	58-12 Queens Blvd., #3C Woodside, NY 11377

ARTICLE NINE

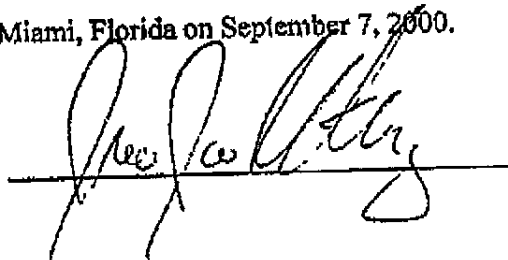
A unanimous vote of directors for effective director action is required at all directors meetings.

ARTICLE TEN

The name and address of each incorporator is:

NAME	ADDRESS
Juan J. Gutierrez	5600 Collins Avenue, # 4A Miami Beach, FL 33140

Executed by the undersigned at Miami, Florida on September 7, 2000.



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**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.**

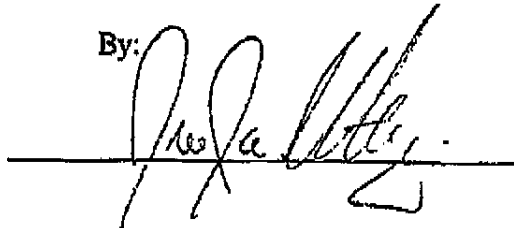
In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in  
compliance with said Act:

First- That Canoa Foods, Inc. 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 Miami-Dade, State of Florida has named Juan J. Gutierrez located at  
5600 Collins Avenue, City of Miami Beach, County of Miami-Dade, State of Florida, as  
its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation,  
at place designated in the 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:



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