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ACCOUNT NO. : 072100000032

REFERENCE : 905688 81133A

AUTHORIZATION : *Patricia Pizot*

COST LIMIT : \$ 70.00

ORDER DATE : November 20, 2000

ORDER TIME : 5:19 PM

ORDER NO. : 905688-005

CUSTOMER NO: 81133A

CUSTOMER: Jose Saavedra, Esq  
8th Floor  
1428 Brickell Avenue  
Miami, FL 33131

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 NOV 21 PM 12:23

DOMESTIC FILING

NAME: ECHO FOODS, INC.

000003472440--1

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT. 1116  
EXAMINER'S INITIALS:

RECEIVED  
00 NOV 21 AM 8:56  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
ECHO FOODS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 NOV 21 PM 12:23

ARTICLE I - NAME AND ADDRESS

The name and mailing address of the Corporation is Echo Foods, Inc., c/o Jose A. Saavedra, Esq., 1428 Brickell Avenue, 8th Floor, Miami, Fla. 33131.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000,000 shares of common stock having a one dollar (\$1.00) par value per share.

ARTICLE V - INITIAL REGISTERED  
OFFICE AND AGENT

The initial registered office of this Corporation shall be 1428 Brickell Avenue, 8th Floor, Miami, FL 33131, and the initial registered agent of this Corporation at such office shall be Jose A. Saavedra, Esq., who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process, and with the provisions of Section 607.0505, Florida Statutes, as amended from time to time, with respect to his duties as registered agent.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of no less than one (1) and no more than five members. The number of directors may be decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1) nor more than five (5). The name and address of the directors constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Jose A. Saavedra	1428 Brickell Avenue, 8th Floor Miami, Florida 33131

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Jose A. Saavedra	1428 Brickell Avenue, 8th Floor Miami, FL 33131

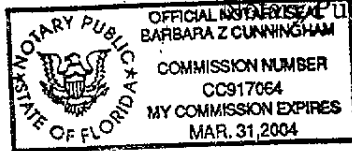
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 NOV 21 PM 12:24

  
\_\_\_\_\_  
Incorporator

STATE OF FLORIDA )  
                                  )SS:  
COUNTY OF DADE )

The foregoing Articles of Incorporation of Echo Foods, Inc., were acknowledged before me this 17th day of November, 2000 by Jose A. Saavedra, as Incorporator, who produced his Florida drivers license as identification, but did not take an oath.





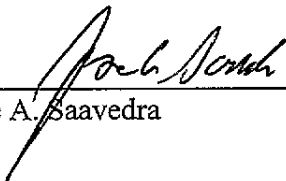
BARBARA Z CUNNINGHAM

My commission expires :

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Echo Foods, Inc., at the place designated in the Articles of Incorporation, Inc., Jose A. Saavedra, Esq., agrees to comply with the provisions of Section 48.091 relative to keeping open such office, and states that he is familiar with, and accepts, the obligations provided for in Section 607.0505.

Date: November 17, 2000

  
\_\_\_\_\_  
Jose A. Saavedra