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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

CALIFORNIA PRODUCE CORPORATION

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
CALIFORNIA PRODUCE CORPORATION
A FLORIDA FOR-PROFIT CORPORATION

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as amended, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the Corporation shall be: California Produce Corporation; hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is P.O. Box 015159, Miami, Florida 33141.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The Corporation is organized for the purpose of engaging in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue One Thousand (1,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s), upon such terms, and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his or her pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 925 Marseille Drive, #6, Miami, Florida 33141, and Carlos Rocha is the registered agent of the Corporation at that address.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by an amendment to the bylaws. The following person shall constitute the initial Board of Directors:

CARLOS ROCHA

ARTICLE IX: OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be provided by the bylaws.

ARTICLE X: AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

ARTICLE XI: PRE-INCORPORATION LIABILITY

As of the effective date of the Corporation, the Corporation absolves the incorporator of all personal liability, and the Corporation accepts responsibility for any and all pre-incorporation matters.

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ARTICLE XII: INCORPORATOR

The incorporator of the Corporation is as follows:

CARLOS ROCHA
P.O. Box 015159
Miami, Florida 33141

IN WITNESS WHEREOF, I, CARLOS ROCHA, the undersigned incorporator to these Articles of Incorporation, have affixed my signature thereto on this 28 day of November 2000, and acknowledged the same to be my act.


CARLOS ROCHA

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

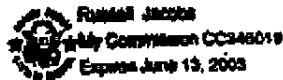
The foregoing instrument was sworn to before me this 28 day of November, 2000, by CARLOS ROCHA, who personally appeared before me at the time of notarization, and who is personally known to me or have produced a Florida Driver's License as identification.


NOTARY PUBLIC

SIGN: _____

PRINT: _____

STATE OF FLORIDA AT LARGE



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

Pursuant to the provisions of Sections 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Acts:

First-That California Produce Corporation, desiring to organize under the laws of the State of Florida with its principal office at P.O. Box 015159, as indicated in the Articles of Incorporation at County of MIAMI-DADE, State of FLORIDA, has named CARLOS ROCHA, located at 925 Marseille Drive #6, County of MIAMI-DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

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

BY: 

CARLOS ROCHA

DATED: November 29, 2000

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