

April 19th, 2001

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Florida Department of State
Katherine Harris
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee Florida 32314

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*****122.50 *****78.75

Re: Arauco Produce & Provisions Inc

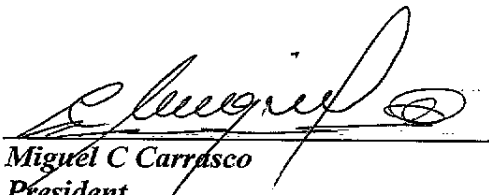
Lady.

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$ 122.50

This represent the cost of the filing fees, Certified copy of Articles of Incorporation and fee for Registered agent designation for the above named corporation.

Please at the same time we requesting and application for registration of Fictitious name

Very truly yours


Miguel C Carrasco
President
Arauco Produce & Provisions Inc.

Mailing Address of Corporation: Miguel C Carrasco
Arauco Produce & Provisions Inc.
2821 S.W. 39th Ave
Miami, Florida 33134

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

Of: ARAUCO PRODUCE & PROVISIONS INC.

The undersigned subscriber (s) to these Articles of Incorporation, natural persons, competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I CORPORATE NAME:

The name of the Corporation shall be : ARAUCO PRODUCE & PROVISIONS INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be: 2821 S.W. 39TH AVE MIAMI, FLORIDA 33134

ARTICLE III DURATION AND PURPOSE.

This Corporation shall exist perpetually unless dissolved according to Florida law
This Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV STOCKS.

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 shares at \$1.00 (one) each par value common stock, which shall be designated "Common Shares".

ARTICLE V RESTRICTIONS ON THE TRANSFER OF STOCKS.

Shares of capital stocks of this corporation shall be issued initially to the following persons in the amount set opposite their name.

MIGUEL C. CARRASCO	40	Shares
JORGE CARRASCO	30	Shares
ARMANDO A. VILLEGAS	30	Shares

shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all the shareholders and this corporation.

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ARTICLE VI INITIAL BOARD OF DIRECTORS

This shall have Thre (3) directors initially. The number of directors may be - either increased or diminished from the time to time by the By-laws, but shall never be less than one (1) The names and addresses of the initial director(s) of the corporation are as -- follows:

*Name: Miguel C Carrasco President.
Address: 2821 S.W. 39th Ave City: Miami State: Florida Zip: 33134
Name: Jorge Carrasco Vice-President.
Address: 2821 S.W. 39th Ave City: Miami State: Florida Zip: 33134
Name: Armando A Villegas Sec. Treasurer
Address: 2821 S.W. 39th Ave City: Miami State: Florida Zip: 33134*

ARTICLE VII PREEMPTIVE RIGHTS.

Each shareholder ,upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VIII SHAREHOLDERS QUORUM AND VOTING.

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of shareholders.

ARTICLE IX CUMULATIVE VOTING.

At each election for directors each shareholder entitled to vote at such election shall have - the right to comulate his votes by giving one candidate as many votes as the number of---- directors to be elected at that time multiplied by the number of his shares,or by distributing such votes on the same principle among any number of such candidates.

ARTICLE X CALLING OD SPECIAL MEETING.

Special meeting of the shareholders may be called by the Board of Directors.

ARTICLE XI BYLAWS

The power to adopt,alter,amend and repeal bylaws shall be vested in the Board of Directors And the shareholders.

ARTICLE XII AMENDMENT.

This corporation reserves the right to amend or repeal any provisions contained in these - Articles of Incorporation, any amendment hereto, and any right conferred upon the share- holders is subje to this reservation.

ARTICLE XIII RIGHT UPON LIQUIDATION OR DISSOLUTION.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this - corporation, The holders of record of the common shares all receive a ratable distribution of the asset of the corporation.

ARTICLE XIV INCORPORATORS.

The name and street address of the person(s) signing these Articles of Incorporation are as follows:

Name: Miguel C. Carrasco

President

Address: 2821 S.W 39th Ave

City: Miami

State: Florida

Zip: 33134

Name: Jorge Carrasco

Vice-President

Address: 2821 S.W 39th Ave

City: Miami

State: Florida

Zip: 33134

Name: Armando A Villegas

Sec. Treasurer

Address: 2821 S.W 39th Ave

City: Miami

State: Florida

Zip: 33134

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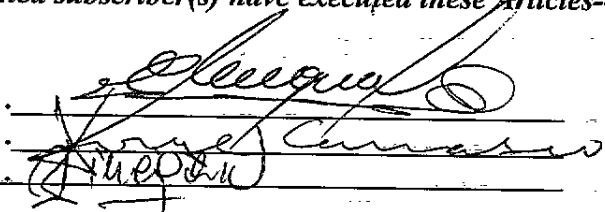
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IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles----- of Incorporation this : 19 of April 2001

Miguel C Carrasco

Jorge Carrasco

Armando A Villegas



ARTICLE XV INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is Miguel C. Carrasco

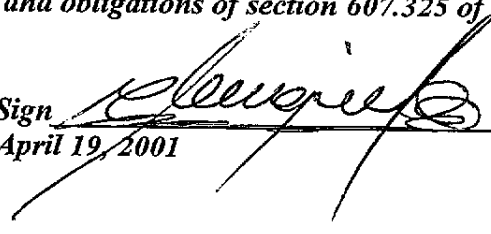
The street address of the initial registered agent of this corporation is: _____

2821 S.W 39th Ave Miami, Florida 33134

Having been named to accept service of process for the above stated corporation ,at the place- designated in this Articles of Incorporation ,I hereby agree to act in this capacity, and I fur- ther agree to comply with the provisions of all statutes relative to the proper and complete - performance of my duties, and I accept the duties and obligations of section 607.325 of Flo- rida statutes.

Agent Sign

Date: April 19, 2001



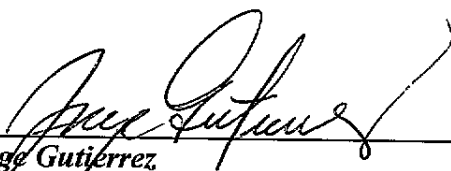
STATE OF FLORIDA

COUNTY OF Miami.

*Before me , an officer duly authorized in the State of aforesaid and in the County aforesaid,
to take acknowledgements, personally appeared .*

*Miguel C Carrasco, Jorge Carrasco & Armando A. Villegas
to me known to be the person(s) described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that They executed these Articles of Incorporation*

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid this 19th Day of April , 2001



Jorge Gutierrez
Notary Public State of Florida at Large

