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September 17, 2001

FILED
01 SEP 19 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

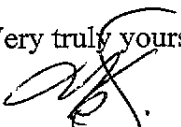
Re: Potato Plus, Inc.

Dear Sir/Madam:

Enclosed herewith are the Articles of Incorporation and Filing Fee for the corporation I would like to incorporate.

Thank you for your attention to this matter and if you have any question, do not hesitate to contact me.

Very truly yours,


Domingo Ceballos
1927 N.W. 22nd Street
Miami, Florida 33142
(305) 321-7839

B. BROWN SEP 21 2001

ARTICLES OF INCORPORATION
OF
POTATO PLUS, INC.

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ARTICLE I

The name of this Florida corporation is: **POTATO PLUS, INC.**

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

ARTICLE IV

The purpose for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the Florida General Corporation Act.

ARTICLE V

The maximum number of shares of stock that this corporation shall have authority to issue is one One thousand (1,000) shares of capital stock at \$1.00 par value.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation are two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until the successors are elected and qualified are:

PRESIDENT/VICE PRESIDENT	-	-	Domingo F. Ceballos
SECRETARY/TREASURER	-		Yamilet Lopez

ARTICLE VII

The shares of Capital Stock of this Corporation shall be issued to the following persons:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Domingo F. Ceballos	1927 N.W. 22 Street, Miami, FL 33142	500
Yamilet Lopez	1927 N.W. 22 nd Street, Miami, FL 33142	500

ARTICLE VIII

The name and address of the incorporator and the address of the principal office is:

Domingo F. Ceballos
1927 N.W. 22 Street
Miami, Florida 33142

ARTICLE IX

The name and address of the initial registered agent and the registered office is:

Domingo F. Ceballos
1927 N.W. 22 Street
Miami, Florida 33142

DATE: 9/17/01



Domingo F. Ceballos
Incorporator



Initial Registered Agent

State of Florida
County of Miami-Dade

The foregoing instrument was acknowledged before me on this 17th day of September, 2001, by Domingo F. Ceballos, as the Incorporator and as the Initial Registered Agent, who is personally known to me and who did take an oath.

NOTARY PUBLIC
State of Florida
My Commission Expires

CERTIFICATE OF DESIGNATION – REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, 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:
POTATO PLUS, INC.
2. The name and address of the registered office is:
1927 N.W. 22nd Street
Miami, Florida 33142

DATE: September 17, 2001

SIGNATURE: 
TITLE: President
DATE: 9/17/01

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCPET THE DUTIES AND OBLIGATIONS OF SECTION 607.325 of the Florida Statutes.

SIGNATURE: 
TITLE: Registered Agent
DATE: 9/17/01