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REFERENCE : 375133 134074A

AUTHORIZATION : *Patricia Pigute*

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : November 9, 2001

ORDER TIME : 10:54 AM

ORDER NO. : 375133-005

CUSTOMER NO: 134074A

CUSTOMER: Brian L. Lipshy, Esq
Saraga & Lipshy, P.a.

600004674176--9

201 Northeast First Avenue

Delray Beach, FL 33444

DOMESTIC FILING

NAME: AMIGOS FARMS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

js 11/9/01

ARTICLES OF INCORPORATION

OF

AMIGOS FARMS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

ARTICLE I

The name and principal place of business of the Corporation is:

AMIGOS FARMS, INC.
9380 155 Lane South
Delray Beach, Florida 33446

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida for corporations.

ARTICLE III

The Capital stock of this Corporation, the par value thereof, and the characteristics of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
1,000	- 0 -	Common

The consideration for all of the said stock shall be payable in cash, property (real or personal), labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation.

ARTICLE IV

No shareholder shall have any preemptive right whatsoever, and cumulative voting shall not be permitted.

ARTICLE V

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE VI

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

SARAGA & LIPSHY, P.A.
201 N.E. First Avenue
Delray Beach, Florida 33444

ARTICLE VII

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time-to-time unless the stockholders shall, by a majority vote thereafter, determine that the Corporation be managed by the Stockholders.

ARTICLE VIII

The name and address of the first director(s) and officer(s) of the corporation who shall hold office for the first year or until his successor(s) is duly elected and qualified, shall be:

John Myers, Director, Co-President, Secretary
9380 155 Lane South
Delray Beach, Florida 33446

Angel Otero, Director, Co-President, Treasurer
9380 155 Lane South
Delray Beach, Florida 33446

ARTICLE IX

The name and address of the incorporator is:

Brian Louis Lipshy, Esq.
201 N.E. First Avenue
Delray Beach, Florida 33444

ARTICLE X

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director of such other corporation, or who is so interested, may be counted in determining the existence of quorum at any meeting of the Board of Directors of this

Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE XI

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XII

The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE XIII

The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-laws may be repealed or amended and new By-Laws may be adopted by either the Board of Directors or the Shareholders.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator herein above named, for the purpose of forming a corporation to do business both within and without the State of Florida under the laws of Florida, make and file these Articles of Incorporation, hereby certifying and declaring that the facts stated herein are true, and hereunto set my hand and seal this 8th day of November, 2001.



Brian Louis Lipshy, Esq.

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

In compliance with the laws of the State of Florida, the following is submitted:

1. AMIGOS FARMS, INC., desiring to organize under the laws of the State of Florida, has named Saraga & Lipshy, P.A. its statutory registered agent.

Having been named the statutory agent of the above-named Corporation at the place designated in this certificate, We hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Saraga & Lipshy, P.A.

By: Brian Louis Lipshy, Co President
Registered Agent

Dated this 8th day of November, 2001.

STATE OF FLORIDA }
 } ss:
COUNTY OF PALM BEACH }

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The foregoing instrument was acknowledged before me on this 8th day of November, 2001 by Brian Louis Lipshy, who is personally known to me or has produced as identification, as Incorporator and as Co-President of Saraga & Lipshy, P.A. Registered Agent of AMIGOS FARMS, INC.

June Diane Israel
Notary Public, State of Florida

My commission expires:

JUNE DIANE ISRAEL
Printed Name of Notary Public

