

P020000013572



FILED
02 FEB -6 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 346491 81095A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 5, 2002

ORDER TIME : 11:32 AM

ORDER NO. : 346491-005

CUSTOMER NO: 81095A

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-02/05/02-01053-025
*****87.50 *****87.50

CUSTOMER: Andrew J. Johnston, Esq
Thomas W. Johnston, P.a.

Suite 301, Barnett Bank Bldg.
2335 East Atlantic Boulevard
Pompano Beach, FL 33062

DOMESTIC FILING

NAME: PRODUCE INFORMATION XCHANGE,
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
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS:

RECEIVED
02 FEB -5 PM 12:20
DIVISION OF CORPORATION

W02-3414
J. BRYAN FEB 5 2002

J. BRYAN FEB 6 2002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 5, 2002

CSC

SUBJECT: PRODUCE INFORMATION XCHANGE, INC.
Ref. Number: W02000003414

We have received your document for PRODUCE INFORMATION XCHANGE, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6929.

Joey Bryan
Document Specialist
New Filing Section

Letter Number: 902A00007103

RESUBMIT

Please give original
submission date as file date.

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TALLAHASSEE, FLORIDA

RESUBMIT
Please give original
submission date as file date.

RECEIVED
02 FEB -6 PM 12:02
TALLAHASSEE, FLORIDA

Produce Information Exchange, Inc.

2065 Cove Lake Road
North Fort Lauderdale, Florida 33068
(954) 946-7500

Douglas R. Warren
President

February 4, 2002

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Authorization to Use Name

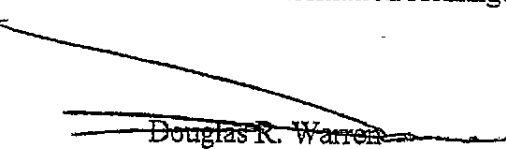
Dear Sir or Madam:

My name is Douglas R. Warren and I am the sole shareholder and President of Produce Information Exchange, Inc. I am writing to inform you that I explicitly and unconditionally authorize you to allow the incorporation of a separate entity: "Produce Information Xchange, Inc." Please do not hold up or reject the filing of Produce Information Xchange's documents because of any perceived name conflict.

Should you have any questions, please do not hesitate to contact me. Thank you for your attention to this matter.

Very truly yours,

Produce Information Xchange, Inc.


Douglas R. Warren
President

ARTICLES OF INCORPORATION
OF
PRODUCE INFORMATION XCHANGE, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is:

Produce Information Xchange, Inc.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purposes for which the corporation is organized are:

1. To develop and market new information technologies.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is 5,000. Such shares shall be of a single class and shall have a par value of \$1.00. The shares shall be designated "common shares".

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TALLAHASSEE, FLORIDA

ARTICLE V

The address of the principal office and mailing address of the corporation is 500 N.W. 12th Avenue, Suite 207, Pompano Beach, Florida 33069. The name and address of the initial Registered Agent is Andrew James Johnston, 2335 East Atlantic Boulevard, Suite 301, Pompano Beach, Florida, 33062.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is six (6), but may be amended by change of the corporate by-laws upon majority vote of the shareholders. The name(s) and address(es) of the person(s) who are to serve as the member(s) of the initial board of directors are:

Peter Warren	500 N.W. 12th Avenue, Suite 207, Pompano Beach, Florida 33069
Douglas Warren	500 N.W. 12th Avenue, Suite 207, Pompano Beach, Florida 33069
Andres Sanchez	500 N.W. 12th Avenue, Suite 207, Pompano Beach, Florida 33069
Alfonso Eguiluz	500 N.W. 12th Avenue, Suite 207, Pompano Beach, Florida 33069
Ricardo Ramon Palma	500 N.W. 12th Avenue, Suite 207, Pompano Beach, Florida 33069
Paulo Gustavo Reategui	500 N.W. 12th Avenue, Suite 207, Pompano Beach, Florida 33069

ARTICLE VII

The name and address of the incorporator is:

Andrew James Johnston

2335 East Atlantic Boulevard, Suite 301
Pompano Beach, Florida 33062

ARTICLE VIII

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the director of the corporation.

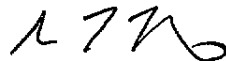
ARTICLE IX

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of February 2002.



Andrew James Johnston

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

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act:

First, that Produce Information Xchange, Inc. is qualified to do business under the laws of the State of Florida with its principal office at 500 N.W. 12th Avenue, Suite 207, Pompano Beach, Florida 33069 County of Broward, State of Florida, has appointed Andrew James Johnston, 2335 East Atlantic Boulevard, Suite 301, Pompano Beach, Florida 33062 County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at 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: AZM
Registered Agent

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TALLAHASSEE, FLORIDA