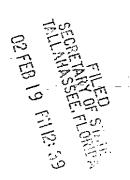
PO20000 20502

BARINGTON MORGAN 3411 FOXCROFT ROAD MIRAMAR, FL. 33025



JANUARY 2, 2002

Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 900004952459--9 -02/19/02--01015--005 ******70.00 ******70.00

Re: CARRIBEAN FRESH, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$70.00.

This represents the cost and fees for filing for the above mentioned corporation.

Very truly yours,

BARINGTON MORGAN

ARTICLES OF INCORPORATION

of

CARRIBEAN FRESH, INC.

(name of corporation)

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

ARTICLE 1 - CORPORATE NAME

The name and address of the corporation is:

CARRIBEAN FRESH, INC. 3411 FOXCROFT ROAD MIRAMAR, FLORIDA 33025 SECRETARY OF STATE
TALLAHASSEE, FLOWD/

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The 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 - CAPITAL STOCK

The corporation is authorized to issue <u>Five Hundred</u> shares (500) of <u>One</u> <u>Dollar(s) (\$ 1.00)</u> par value Common Stock, which shall be designated "Common Shares"

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

BARINGTON MORGAN 3411 FOXCROFT ROAD MIRAMAR, FLORIDA 33025

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2)_director(s) initially. The number of directors may be either increased or diminished from 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

BARINGTON MORGAN 3411 FOXCROFT ROAD MIRAMAR, FLORIDA 33025 YVONNE MORGAN 3411 FOXCROFT ROAD MIRAMAR, FLORIDA 33025

ARTICLE VII - INCORPORATORS

The names and addresses of the person (s) signing these Articles of Incorporation are as follows:

BARINGTON MORGAN 3411 FOXCROFT ROAD MIRAMAR, FLORIDA 33025 YVONNE MORGAN 3411 FOXCROFT ROAD MIRAMAR, FLORIDA 33025

BARINGTON MORGAN

YVONNE MORGAN

CERTIFICATE AND ACKNOWLEDGMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF CARRIBEAN FRESH, INC.

Pursuant from Florida Statutes sections 48.091 and 607.034, the following is submitted: The above coroporation, desires to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 3411 FOXCROFT ROAD, MIRAMAR, FLORIDA 33025 has named BARINGTON MORGAN located at the aforesaid address, as its Registered Agent to accept service of process with in this state.

ACKNOWLEDGMENT

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

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