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ALBERTO AMOROS

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9130 SOUTH DADELAND BOULEVARD
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August 20, 2002

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32301

300007281853--4
-08/22/02--01037--005
*****78.75 *****78.75

Attn.: Registration Section

Dear Sirs:

Please find enclosed herewith an original and two copies of the Articles of Incorporation of

Bionova, Corp.

and a check for \$ 78.75 in favour of the Florida Department of State, in order to file such document. Please return to the undersigned one certified copy and one stamped copy of the Articles of Incorporation.

The name has not been reserved, however an inquire was made, with the result that at the time the inquire was made the name was available.

Very truly yours,

Alberto Amoros

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02 AUG 22 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
BIONOVA, CORP.

FILED
02 AUG 22 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person, being of full legal age, do, under by virtue of the Florida Business Corporation Act authorizing the formation of corporations, make these Articles of Incorporation with the intention of forming a corporation.

ARTICLE I
NAME

The name of the corporation (hereinafter called the "Corporation") is: **BIONOVA, CORP.**

ARTICLE II
PRINCIPAL OFFICE

The Corporation's Principal Office in the State of Florida is at Suite 1607, Two Datan Center, 9130 South Dadeland Boulevard, Miami, Postal Zip Code 33156-7851. The Board of Directors may, from time to time, move the Principal Office to any other address in Florida.

ARTICLE III
DURATION

The Corporation is to have perpetual existence.

ARTICLE IV
PURPOSES

The nature of the business and of the purposes to be conducted and promoted by the Corporation which shall be in addition to the authority of the Corporation to conduct any lawful business, to promote any lawful purpose and to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, is as follows: To engage in the business of purchasing, developing, manufacturing, compounding, refining, distributing, selling, importing, exporting, exploiting, and using; and to purchase, manufacture, compound, refine, distill, treat, prepare, analyze, synthesize, produce, and in every way deal in and with chemicals of every kind, chemical materials, substance and products, including fertilizers, mixed fertilizers, natural organic fertilizers, fertilize-pesticide mixtures, and also derivatives, materials, products, substances,

and combinations produced or manufactured therefrom, including solids, liquids, and gases of all kinds; to produce and utilize and deal in and with chemical combinations of all kinds.

The foregoing purposes shall, except as otherwise expressly provided, be in no way limited or restricted by reference to, or inference from the terms of any other clause of this or any other article of these Articles of Incorporation, and shall each be regarded as independent, and the enumeration of specific purposes, objects and powers shall not be construed to limit or restrict in any manner the meaning of general terms or the purposes of the Corporation now or hereafter conferred by the laws of the State of Florida, nor shall the expression of one thing be deemed to exclude another, though it be of like nature, not expressed: provided, however, that the Corporation shall not have power to carry on within the State of Florida any business whatsoever the carrying on of which would preclude it from being classified as an ordinary business corporation under the laws of the said State; nor shall it carry on any business, in any other state, territory, district or country except to the extent that the same may lawfully be carried on or exercised under the laws thereof.

ARTICLE V POWERS OF THE CORPORATION

The Corporation has the same powers as an individual to do all things necessary or convenient to carry out its business and affairs and may exercise any powers, without any limitation whatsoever, under the Florida Business Corporation Act, under which this Company is formed.

ARTICLE VI AUTHORIZED SHARES

The total number of shares which the Corporation has authority to issue is one million (1'000,000) shares of capital stock of the par value of \$ 1.00 (one dollar) each having an aggregate par value of \$ 1'000,000 (one million dollars). All such shares are of one class and are shares of common stock.

ARTICLE VII REGISTERED OFFICE

The address of the place at which the Registered Office of the Corporation in the State of Florida will be located is Suite 1607, Two Datran Center, 9130 South Dadeland Boulevard, Miami, FL 33156-7851.

ARTICLE VIII REGISTERED AGENT

The Corporation's Registered Agent is N. Violeta Cepeda whose address is Suite 1607, Two

Datran Center, 9130 South Dadeland Boulevard, Miami, Miami-Dade County, Postal Zip Code 33136-7851.

ARTICLE IX
DIRECTORS

The initial number of directors of the Corporation shall be Three (3), and the name and address of the ones who shall act as such until the first annual meeting or until their successors are duly elected and qualify are as follows:

Jorge E. Cepeda H.
Suite 1607, Two Datran Center
9130 South Dadeland Boulevard
Miami, Florida 33156-7851

N. Violeta Cepeda
Suite 1607, Two Datran Center
9130 South Dadeland Boulevard
Miami, Florida 33156-7851

Jorge Eduardo Cepeda R.
Suite 1607, Two Datran Center
9130 South Dadeland Boulevard
Miami, Florida 33156-7851

The Directors shall hold office until the date fixed by the Articles of Incorporation and the Bylaws for the next succeeding annual meeting of shareholders and until his successor is elected, or until early resignation, removal from office or death. At any meeting of shareholders at which Directors are elected, only persons nominated as candidates shall be eligible.

The number of Directors, which shall be not less than One (1) nor more than ten (10), may be fixed or changed at a meeting of the shareholders called for the purpose of electing Directors at which a quorum is present, by the affirmative vote of the holders of a majority of the shares issued and outstanding at the meeting and entitled to vote on such proposal. In case the shareholders at any meeting for the election of Directors shall fail to fix the number of Directors to be elected, the number elected shall be deemed to be the number of Directors so fixed.

However, the Bylaws of the Corporation may fix the number of directors at a number other than One (1) and may authorize the Board of Directors, by the vote of a majority of the entire Board of Directors, to increase or decrease the number of directors within a limit specified in the Bylaws, provided that in no case shall the number of directors be less than One (1), and to fill the vacancies created by such increase in the number of directors.

Unless otherwise provided by the Bylaws of the Corporation, the directors of the Corporation need not be stockholders.

ARTICLE X INCORPORATOR

The name and address of the incorporator is as follows: N. Violeta, Suite 1607, Two Datan Center, 9130 South Dadeland Boulevard, Miami, Florida 33156-7851.

ARTICLE XI DIRECTOR CONFLICTS OF INTEREST

No contract or other transaction between this Corporation and one or more of its directors, or between this Corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

- (i) The fact of such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or
- (ii) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or
- (iii) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, committee or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE XII INDEMNIFICATION

Any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and

whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty on such person for any act or acts alleged to have been committed (including alleged omissions or failures to act) by such person in his capacity as director, officer, employee, or agent of the Corporation, or of any other corporation, partnership, joint venture, trust, or other enterprise in which he served as such at the request of the Corporation, shall be indemnified by the Corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against judgments, fines, reasonable amounts paid in settlement, and reasonable expenses, including attorney's fees actually and necessarily incurred as a result of such action, suit, or proceeding, including any appeal thereof. The Corporation shall pay such expenses, including attorney's fees in advance of the final disposition of any such action, suit or proceeding upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he is entitled to indemnification by the Corporation for such expense. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person. The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, employee, or agent of another corporation, partnership, limited partnership, joint venture, trust, or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such whether or not the Corporation would have the power to indemnify him against such liability hereunder.

The foregoing right of indemnification shall not be deemed to exclude other rights to which any current or former Director, Officer, Employee or Agent may be entitled as a matter of law.

Nothing contained herein shall be construed to protect any Director, Officer, Employee or Agent of the Corporation against any liability to the Corporation or its stockholders to which he would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office.

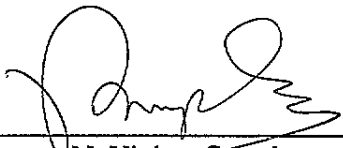
ARTICLE XIII AMENDMENTS

From time to time any of the provisions of these Article of Incorporation may be amended, altered or repealed (including any amendment that changes the terms of any of the outstanding stock by classification, reclassification or otherwise), and other provisions that might, under the Statutes of the State of Florida at the time in force, be lawfully contained in articles of incorporation may be added or inserted, upon the vote of the holders of a majority of the shares of capital stock of the Corporation at the time outstanding and entitled to vote, and all rights at any time conferred upon the

stockholders of the Corporation by these Articles of Incorporation are subject to the provisions of this Article XIII.

The term "these Articles of Incorporation" as used herein and in the Bylaws of the Corporation shall be deemed to mean these Articles of Incorporation as from time to time amended and restated.

IN WITNESS WHEREOF, I have signed these ARTICLES OF INCORPORATION on this 20th day of August, A. D. 2002.



N. Violeta Cepeda

STATE OF FLORIDA

)

) ss.:

COUNTY OF MIAMI-DADE

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This is to certify that on this 20th day of August, 2002 before me, the subscriber, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared, N. Violeta Cepeda to me known, and known to me to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and Notarial Seal the day and the year last above written.

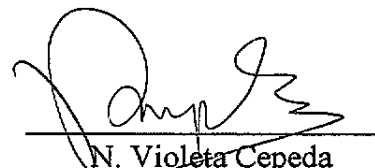
Alberto Amoros
Notary Public

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02 AUG 22 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the Florida Business Corporation Act, the following is submitted:

First, that Bionova, Corp., desiring to organize under the Florida Business Corporation Act, has named N. Violeta Cepeda, Suite 1607, Two Datran Center, 9130 South Dadeland Boulevard, Suite 1607, Miami,, County of Miami-Dade, State of Florida, Zip Code 33156, as its statutory Registered Agent.

Second, That having been named the Statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of the Florida Business Corporation Act relative to keeping the registered office open, and I accept the obligations of section 607.0505 F.S.


N. Violeta Cepeda
Registered Agent

Dated: this 20th day of August of 2002.