

P020000097396

ALTAMONTE SPRING September 4, 2002

DEPARTMENT OF STATE

DIVISION OF CORPORATIONS

P.O. BOX 6327

TALLAHASSEE FLDA 32314

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-09/05/02--01068--003
*****87.50 *****87.50

SUBJECT : MAGIC WORLD FRUTERY INC, USA

I, PEDRO J. SUAREZ enclosed is an original and one(1) copy

Of articles of Corporation MAGIC WORLD FRUTERY INC, USA

And check of Sun Trust By Filling fee, certificate of Status.

From MAGIC WORLD FRUTERY INC, USA

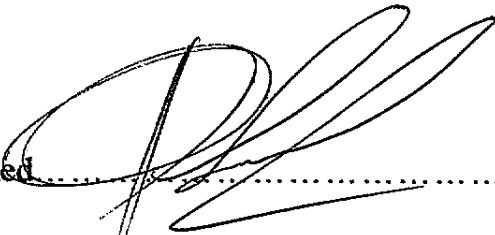
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 SEP -5 AM 10:25

PEDRO J. SUAREZ

→ Mailing address: P.O. Box 160128
Altamonte Springs, Fl. 32716-0128

Office Address: 916 Lake Destiny Rd. # 70-E Suit 1
Altamonte Spring, Fl 32714
Phone 407 625-7952
EMAIL: magic_frutery@hotmail.com

Signed.....



9-10-02
WC

MAGIC WORLD FRUTERY INC. USA

**ARTICLES OF INCORPORATION OF
MAGIC WORLD FRUTERY INC. USA**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned, acting as Incorporator (s) of Corporation under the Florida General Corporation Act, adopt (s) the following Articles of Incorporation for such Corporation.

ARTICLE I

The name of Corporation is: **MAGIC WORLD FRUTERY INC. USA**

ARTICLE II

Address of principal office USA is: 916 Lake Destiny Rd # 70-E Suit 1
Altamonte Spring Fld.32714
PHONE 407 625-7952
E-mail: magic_frutery@hotmail.com

ARTICLE III

→ Mailing Address : P.O. Box 160128
Altamonte Spring Fl 32716-0128
Ph 407-625-7952

ARTICLE IV :

The Corporation is authorized to issue the following number of shares of the following classes at following par values :
No. shares 1.000..... Class Common Par Value \$ 1.00 US

ARTICLE V:

The street address of the initial registered office principal place of business the of corporation is as follows:

916 Lake Destiny Rd. # 70-E Suit 1
Altamonte Springs Fl 32714 PH 407-625-7952
E-mail:magic_frutery@hotmail.com

The name of initial registered Agent/Manager at that address is
PEDRO J. SUAREZ

Substitute/ and Secretary : MERCEDES PULIDO O.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board directors is Four (4), Mr. **PEDRO J. SUAREZ** President board of directors, Mr. **YEISON F. SUAREZ** Vice-president International of sales .Mr. **PEDRO A. SUAREZ** Vice-president marketing. **Mss Alma A. Suarez** Vice-president administrative. The number of directors may be increased of decreased form time to time with the bylaws but shall never be less than one. The names and address of the initial Board of directors are as follows

916 Lake Destiny Rd # 70-E, Suit 1, Altamonte Spring Fl 322714 USA

ARTICLE VII : INCORPORATOR (s)

The name (s) and address of incorporator(s) signing these Articles of corporation is Mr. **PEDRO J . SUAREZ**

Address is : 916 LAKE DESTINY RD.# 70-E Suit 1
ALTAMONTE SPRING FLDA 32714
PHONE 407-625-7952

ARTICLE VIII : BY LAW AMENDMENT

The power to adopt ,alter ,amend or repeal the by laws of this corporation shall be vested in the Board of Directors and the shareholders.

ARTICLES IX : NATURE OF BUSINESS

This corporation may engage in or transact any or all law activities or business permitted under the laws of the United States, the State of Florida or any other State Country or territory or nation, Frutery, Juice, smoothie deserts, bakery, natural products; auto repair parts import/export and others.

ARTICLES X : INDEMNIFICATION

The corporation shall indemnify any officer of director or any former officer of directors to the full extent permitted by law

ARTICLES XI : INFORMAL ACTIONS OF DIRECTORS

If all the directors separately or collectively consent in writing to any action taken or to be taken by the corporation, and the writing evidencing their consent are field with the secretary of corporation, the action shall be as valid as though it had been authorized at a meeting of Board of Directors

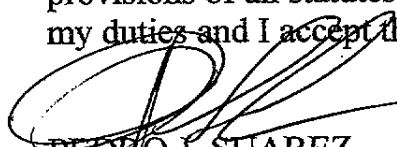
ARTICLES XII : AMENDMENTS OF ARTICLES

This corporation reserves the right to amend or repeal any provisions in this articles of incorporation or any amendment ,any right conferred upon the shareholders is subject to this reservations.

IN WITNESS WHERE OF ,the undersigned incorporator(s) has have executed these articles of incorporation this day of September 3,2002 as a foreign subsidiary of A MARTE FRUTERY and ICE-CREAM COMPANY

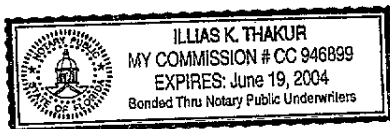

PEDRO J. SUAREZ
Incorporator

Having been named as registered agent for the above stated corporation ,I hereby agree to act in this capacity and I further agree to comply with provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties an obligations of Florida Statutes


PEDRO J. SUAREZ
Registered Agent
STATE OF FLORIDA COUNTY OF:

BEFORE ME ,the undersigned authority this day personally appeared PEDRO J. SUAREZ ,to me known to be the persons whom executed the foregoing Articles of Incorporation and he acknowledged to and before me that he /they executed such instrument,

In witness whereof ,I have herein to set may hand and seal this day
September 3, 2002




NOTARY PUBLIC STATE OF FLORIDA

Identification Produced *PASSPORT # 17062968*

My commission expires *6-19-04*

CERTIFICATE OF DESIGNATION
REGISTERED AGENT /REGISTERED OFFICE
OF
MAGIC WORLD FRUTERY INC. USA

Pursuant to provisions of section 607.0501 ,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:

MAGIC WORLD FRUTERY INC USA

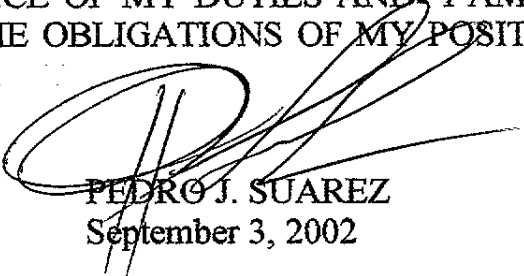
2.-The name and address of the registered agent and office is:

PEDRO J. SUAREZ

916 LAKE DESTINY RD # 70-E Suit 1
ALTAMONTE SPRING FL 32714
PHONE 407-625-7952
E-mail: magic_frutery@hotmail.com

Date , September 3,2002

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE CAPACITY . I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE COMPLY WITH THE PROVISIONS OF PERFORMANCE OF MY DUTIES AND, I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS A REGISTERED AGENT


PEDRO J. SUAREZ
September 3, 2002

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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