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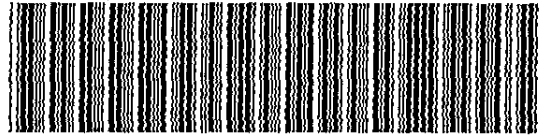
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2003 JUL 14 PM 6:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

07-16-03

CLIFFORD M. KOLBER, P.A.

Certified Public Accountant

7001 S. W. 97th Ave.

Miami, FL. 33173

July 3, 2003

Secretary of State
State of Florida
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, FL. 32399

RE: TRI-BANANA PRODUCTION PROJECT, INC.

Dear Sirs/Mesdames:

Enclosed please find the original and one copy of the Articles of Incorporation for the filing of the above-referenced corporation.

Also enclosed is Mr. Kolber's check No. 886 in the sum of \$70.00 for the filing fee, as well as check No. 888 in the sum of \$8.75 for the cost of a certified copy of the registered articles.

Should you have any questions or comments, please do not hesitate to contact the undersigned. I can be reached at (305) 275-1416, where you may call collect, or at acorton@amedex.com.

We thank you for your forthcoming cooperation.

Truly yours,



Ángeles Cortón
For Clifford M. Kolber, P.A.

Enclosures - as above

**ARTICLES OF INCORPORATION
FOR
TRI-BANANA PRODUCTION PROJECT, INC.**

The undersigned hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida, these Articles of Incorporation for the purpose of forming a Corporation for profit, in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of the Corporation shall be **TRI-BANANA PRODUCTION PROJECT, INC.**

ARTICLE II

Address

The initial street address of the principal office of this Corporation shall be 4151 Gate Lane, Miami, Florida 33137.

ARTICLE III

Existence

This Corporation shall have a perpetual existence.

ARTICLE IV

Purpose

This Corporation is organized for the purpose of transacting any lawful business in the United States, and shall have all powers relating thereto, and to engage in and transact any lawful business for which corporations may be incorporated under the laws of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V

Capital Stock

The aggregate number of shares of stock which the Corporation is authorized to issue is one hundred (100) shares of common stock with a par value of one dollar (\$1.00) per share. Holders of the capital stock shall not have any preemptive rights to purchase any new shares of stock or securities, or rights to acquire stock or securities of the Corporation. Cumulative voting shall not be allowed in the election of its directors or for any other purpose.

ARTICLE VI

Initial Registered Office and Agent

The street address of the Corporation's initial principal office is 4151 Gate Lane, Miami, Florida 33137, and the name of the Corporation's initial registered agent is Clifford M. Kolber whose address is 7001 S.W. 97th Avenue, Miami, Florida 33173. The Corporation may change its registered office or its registered agent or both at any time by filing with the Department of State of the State of Florida, a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VII

Initial Board of Directors

This Corporation shall have no less than One (1) Director. The number of Director may be changed from time to time by the Board of Directors of the Corporation. The number of Directors constituting the initial Board of Directors of this Corporation is One (1) and the name and address of those persons who are to serve as such is as follows:

Name	Address
Ferdie Pacheco	4151 Gate Lane Miami, Fl 33137
Daphne Boyd	1111 Ship Watch Circle Tampa, Florida 33602

ARTICLE VIII

Incorporator

The name and address of the incorporators of this Corporation is as follows:

Name	Address
Clifford M. Kolber	7001 S.W. 97 th Avenue Miami, Florida 33173

ARTICLE IX

Officers

The initial officers of the Corporation shall be a President, Secretary, and Treasurer, and such other officers or agents as may be appointed by the Board of Directors. All officers, agents, and/or employees as may be necessary shall be chosen in such a manner, for such time, and have such duties as may be described by the By-Laws or determined by the Board of Directors. The names and addresses of the initial officers of this Corporation is as follows:

Office	Name
PRESIDENT	Ferdie Pacheco 4151 Gate Lane Miami, Florida 33137
TREASURER	Daphne Boyd 1111 Ship Watch Circle Tampa, Florida 33602
SECRETARY	Daphne Boyd 1111 Ship Watch Circle Tampa, Florida 33602

ARTICLE X

Amendment of Articles of Incorporation

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by Florida Statutes, and all rights conferred upon the stockholders are subject to this reservation.

ARTICLE XI

Indemnification

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he/she was or is a Director or Officer of the Corporation, against expenses (including attorneys' fees, judgements, fines and amounts paid in settlement) actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, including appeals.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation against any liability asserted

against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation has the power to indemnify him/her against such liability under the provision of this section.

IN WITNESS WHEREOF, I, the undersigned Incorporator, has executed these Articles for the uses and purposes therein stated.

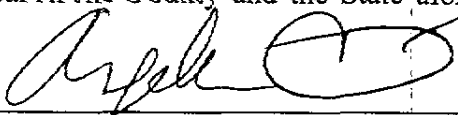

CLIFFORD M. KOLBER

STATE OF FLORIDA

COUNTY OF MIAMI - DADE

BEFORE ME, the undersigned authority, personally appeared CLIFFORD M. KOLBER, to me well known to be the individuals described in and who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed the same for the purposes therein expressed.

Witness my hand and seal in the County and the State aforesaid this 2nd day of July, 2003.


NOTARY PUBLIC
State of Florida at Large
My commission expires:



Angeles Corton
My Commission DD045206
Expires July 26, 2005


ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

Having been named to accept service of process for the above corporation at the place designated in the certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


CLIFFORD M. KOLBER

BEFORE ME, the undersigned authority, personally appeared CLIFFORD M. KOLBER, this 2nd day of July, 2003, to me well known to be the individual described in and who executed the foregoing Acceptance of Designation of Registered Agent and acknowledged before me that he has executed the same for the purposes therein expressed.

Witness my hand and seal in the County and the State aforesaid this 2nd day of July, 2003.


NOTARY PUBLIC
State of Florida at Large

My commission expires:



Angeles Corton
My Commission DD043206
Expires July 28, 2005

WAIVER OF NOTICE OF MEETING OF INCORPORATOR

We, the undersigned, being the Incorporators of Tri-Banana Production Project, Inc., a corporation organized under the laws of the State of Florida, do hereby waive all the statutory requirements as to notice of the time, place and purpose of the first meeting of Incorporators of said corporation and the publication thereof, and consent that the meeting shall be held at 7001 S.W. 97th Avenue, in the City of Miami, State of Florida, on August 15th, 2003, 10:00 a.m. and we consent to the transaction of any and all business that may properly come before the meeting.



CLIFFORD M. KOLBER