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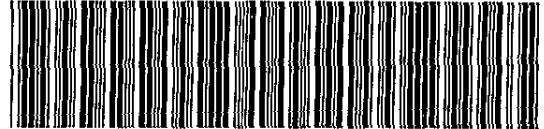
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*[Signature]*

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
03 NOV -3 PM 12:47

Miami, Florida  
August 20<sup>th</sup> 2003

DEPARTMENT OF STATE  
Division of Corporations  
P.O. BOX 6327  
Tallahassee, Florida 32314

RE: BLUE RIBBON GROWERS INC.

Gentlemen:

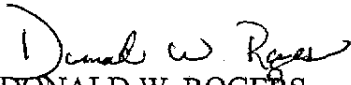
Enclosed are an original and one (1) copy of the Articles of incorporation and a check in the amount of \$87.50 (Filing fee, Certified Copy and Certificate of Status), for the above incorporation.

BLUE RIBBONGROWERS, INC.  
19710 Belmont Drive  
Miami, Florida 33157  
PHONE: (305) 232-4345

If any other information is needed, please do not hesitate in contact Ms. Mariana R. Molina at (305) 258-7004, who is authorized to handle any problems with enclosed documents.

Thanking in advance for all your help.

Sincerely yours,

  
DONALD W. ROGERS  
President  
BLUE RIBBON GROWERS INC.

ENCLOSURES: (as indicated)

/mm

**CERTIFICATE OF INCORPORATION**

**OF**

**BLUE RIBBON GROWERS, INC.**

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
03 NOV -3 PM 12:47

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a Corporation under the laws of the State of Florida.

**ARTICLE ONE**

**NAME:**

The name of this Business Corporation shall be:

**BLUE RIBBON GROWERS, INC.**

**ARTICLE TWO**

**ADDRESS OF BUSINESS:**

This initial post offices address of principal office of this corporation in the State of Florida is:

19710 BELMONT DRIVE  
Miami, Florida 33157

**ARTICLE THREE**

**NATURE OF BUSINESS:**

This Corporation may engage in any activity or business permitted under laws of the United State of American and the laws of the State of Florida.

**ARTICLE FOUR**

**TERMS OF EXISTENCE:**

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the Laws of the State of Florida. The date on which corporate existence shall begin is:

**UPON ACCEPTANCE BY THE SECRETARY OF STATE**

## ARTICLE FIVE

### CAPITAL STOCK

This Corporation is authorized to issue of stock as follows:

Designation: The Stock of this Corporation shall be know as Common Stock

Authorized: The maximum number of shares of common stock of common stock that this corporation may issue is:

100 Shares

Par Value: Each share of common stock shall have the par value of:

TEN DOLLARS (\$10.00) PER SHARE

CONSIDERATION: Share of common Stock may be issue in exchange for Cash, Real Property, Labor or Services rendered or any combination of the foregoing in the absence of fraud in the transaction, the judgment of the Board of the Directors as the value of any such consideration shall be conclusive.

NON-ASSESSABILITY: Each share of common stock shall be issue in exchange for consideration which is at least equal to the par value thereof, and shall be fully and Non-Assessable.

VOTING RIGHTS: Each share of common stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the Corporation.

CUMULATIVE: No holder of common stock shall be entitling to any right of cumulative voting.

DIVIDENDS: Record holders of common stock are entitle to receive their pro-rata share of any dividends that may be declared by Board of Directors out of assts legally available for such purpose.

Liquidation: Holders of commons stock are entitle in the event of the liquidation or dissolution of this corporation to receive their pro-rata share of any assets of this corporation remaining after payment of corporate debts and obligations.

## ARTICLE SIX

### MINIMUM CAPITAL:

The amount of Capital with which the corporation shall begin shall not be less than:

ONE THOUSAND DOLLARS (\$1,000.00)

or such greater amount as may be required by law.

**NUMBER OF DIRECTORS:**

This corporation shall at all times have at least ONE (1) initially. The number of directors may be increased or diminished from time to time in such manner as may p\be prescribed by the By-laws, but shall never be less than Two (2).

**ARTICLE EIGHT**

**FIRST BOARD OF DIRECTORS:**

The names and post office addresses of the members of the first Board of Directors are:

President:	Donald W. Rogers	19710 Belmont Drive Miami, Florida 33157
Vice-President	Maria Del Carmen Rogers	19710 Belmont Drive Miami, Florida 33157
Secretary:	Maria Del Carmen Rogers	19710 Belmont Drive Miami, Florida 33157
Treasurer:	Donald W. Rogers	19710 Belmont Drive Miami, Florida 33157032

**ARTICLE NINE**

**SUBSCRIBER'S ADRESS:**

The Post Office address of subscriber of these Articles of incorporation, the number of shares of stock each agrees to take and value of the consideration thereof are:

Donald W. Rogers	FIFTY (50) SHARES @ \$10.00 PER VALUE-----
Maria del Carmen Rogers	FIFTY (50) SHARES @ \$10.00 PER VALUE-----

**ARTICLE TEN**

**AMENDMENT:**

This Certificate of Incorporation may be amended in any manner, consistent with the Laws of the State of Florida.

## ARTICLE ELEVEN

### REGISTERED AGENT:

The Registered Agent of this Corporation is:

DONALD W. ROGERS  
19710 Belmont Drive  
Miami, Florida 33157

The Corporation may change its resident agent and principal office at any time.

IN WITNESS WHEREOF, the undersigned subscriber do make, subscribe, acknowledge and file this Certificate for the purpose of forming a corporation for profit under the Law of the State of Florida.

DATE: August 18<sup>th</sup> 2003

Subscriber of Incorporator

  
DONALD W. ROGERS

  
MARIA DEL CARMEN ROGERS

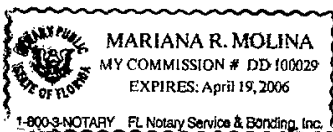
STATE OF FLORIDA)  
COUNTY OF DADE )

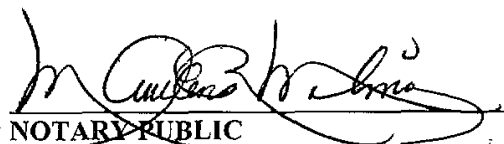
BEFORE ME, the undersigned authority personally appeared:

-----DONALD W. ROGERS AND MARIA DEL CARMEN ROGERS-----

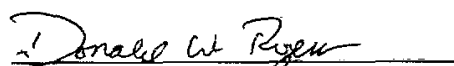
to me well know to be the individual described in and who executed the foregoing Certificate of Incorporation and who acknowledged before me that the same executed for purposes there in expelled.

IN WITNESS WHEREOF, I hereunto affixed my hand official seal at Miami, Dade County, Florida on August 18<sup>th</sup> 2003.

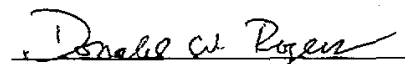


  
NOTARY PUBLIC

Having been named as registered agent to accept services of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Donald W. Rogers, Registered Agent

August 18<sup>th</sup> 2003

  
Donald W. Rogers, Incorporator

August 18<sup>th</sup> 2003

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
03/01/04 - 3 PM 12:47