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To:

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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA PROFIT CORPORATION OR P.A.

GEAN GROUP, INC.

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**ARTICLES OF INCORPORATION OF
GEAN GROUP, INC.**

The undersigned incorporator, for the purpose of forming a *Profit Corporation* under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

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ARTICLE I

The name of the corporation shall be: GEAN GROUP, INC.

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and the mailing address of this corporation shall be:

Street Address: 2655 Le Jeune Rd. Suite 405. Coral Gables, Florida 33134.

Mailing address: 2655 Le Jeune Rd. Suite 405. Coral Gables, Florida 33134.

ARTICLE IV

The purpose for which the corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

1. To be engaged in the import and export of food products throughout the state of Florida;

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2. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business;

3. To engage in such other lawful acts or activities for which corporations may be formed under the chapter 607 of the Statutes of the State of Florida.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue are one hundred (100) shares having an individual par value of U\$S one (1).

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial registered agent shall be:

LUCIANO M. PIERI

Residing at: 2655 Le Jeune Rd. Suite 403. Coral Gables, Fl 33134

ARTICLE VII

The number of directors constituting the initial board of directors of the corporation one (1). The name and address of each person who is to serve as a member of the initial board of directors is:

Name: LUIS FERNANDO RAMOS (President)

Address: 2655 Le Jeune Rd. Suite 405. Coral Gables, Florida 33134.

ARTICLE XIII

The name and address of the incorporator executing these Articles of Incorporation is:

LUIS FERNANDO RAMOS

2655 Le Jeune Rd. Suite 405, Coral Gables, Florida 33134.

The undersigned incorporator has executed these Articles of incorporation this 7th day of January, 2004.

A handwritten signature in black ink, appearing to read 'LFR', is written over a horizontal line.

LUIS FERNANDO RAMOS
INCORPORATOR

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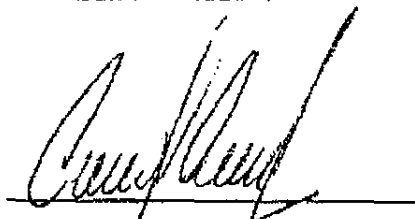
DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of 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 GEAN GROUP, INC.
2. The name of the registered agent is LUCIANO M. PIERI.
3. The address of the registered agent/principal office is 2655 Le Jeune Rd. Suite 403.
Coral Gables, FL 33134.

Acceptance

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



LUCIANO M. PIERI
REGISTERED AGENT

Date: January 7th, 2004

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