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FLORIDA PROFIT CORPORATION OR P.A.

NATURE FRESH PRODUCE SALES USA, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

December 22, 2004

CORPORATION SERVICE COMPANY



SUBJECT: NATURE FRESH PRODUCE SALES USA, INC.

REF: W04000046607

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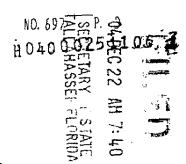
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An effective date may be added to the Articles of Incorporation if a 2005 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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Tammy Hampton Document Specialist New Filings Section FAX Aud. #: H04000251106 Letter Number: 704A00070975 GEC. 22. 2004 9:39AM

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ARTICLES OF INCORPORATION FOR

NATURE FRESH PRODUCE SALES USA, INC.

The undersigned, for the purpose of forming a Corporation in Compliance with Florida Statutes Chapter 607 and/or 621, hereby makes, acknowledges, and files the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation is Nature Fresh Produce Sales USA, Inc. ("hereinafter referred to as the "Corporation").

ARTICLE II. PRINCIPAL OFFICE

The mailing address and principal place of business is 11420 Fortune Circle, Suite I 14, Wellington, Florida 33414, or in any other city in the State of Florida designated by the Board of Directors from time to time.

ARTICLE III PURPOSES AND POWERS

The purpose of the Corporation is to engage in the distribution and sale of agricultural produce and to otherwise transact any lawful business for which corporations may be organized under the laws of the State of Florida. The Corporation shall have all of the powers conferred upon corporations organized under the laws of the State of Florida to carry out such purpose.

ARTICLE IV CAPITAL STOCK

The Corporation is authorized to issue 50,000 common shares.

ARTICLE Y DIRECTORS

The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial director is: Peter Quiting, 634 Meresa Road 7, R.R. #5, Leanington, Ontario, CANADA N8H3V8.

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ARTICLE VI DIRECTORS

Pollowing are the names and addresses of the officers of the Corporation:

Names/Addresses

Offices

Peter Quiring 634 Meress Roed 7 R.R. #5 Learnington, Ontario CANADA N8H3V8

President and Secretary

ARTICLE VII REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 200 South Biscayne Blvd., Suite 3000, Mismi, Florida 33131, and the name of the registered agent of this company at that address is Meland Russin Hellinger & Budwick, P.A.

ARTICLE VIII INCORPORATOR

The name and address of the incorporator of the Corporation is: Peter Opining, 634 Meresa Road 7, R.R. #5, Learnington, Ontario, CANADA N8H3V8;

ARTICLE IX EFFECTIVE DATE

The company's direction shall commence upon the filing of these Articles of Incorporation with the Department of State and shall have perpenal existence.

IN WITNESS WHEREOF, the undersigned incorporator has bereumo set his hand and seal this 16th day of December, 2004

y: NY PETER OURING

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CORPORATION SVC CO

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Having been named as registered agent and to accept service of process for the above stated Corporation in the place designated in this certificate. 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.

12/16/01

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SECRETARY OF STATE
TALLAHASSEE FLORID