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FLORIDA PROFIT CORPORATION OR P.A.

Tropifruits Distributors Inc.

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1/12/05

**ARTICLES OF INCORPORATION
OF
TROPIFRUITS DISTRIBUTORS INC.**

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ARTICLE I

The name of the corporation is TROPIFRUITS DISTRIBUTORS INC., (hereinafter called the "Corporation").

ARTICLE II

The initial address of the principal office and the initial mailing address of the Corporation is 8550 N.W. 17th Street, Suite 103, Miami, Florida 33126.

ARTICLE III

The purpose of the Corporation is to conduct any and all lawful business.

ARTICLE IV

This Corporation shall have authority to issue One Hundred (100) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE V

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty (50) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE VI

The street address of the Corporation's initial registered office is 8550 N.W. 17th Street, Suite 103, City of Miami, County of Miami-Dade, State of Florida 33126 and the name of its initial registered agent at such office is Francisco Arguedas.

ARTICLE VII

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successor is duly elected and qualified is:

Francisco Arguedas
8550 N.W. 17th Street, Suite 103
Miami, Florida 33126

ARTICLE VIII

The name of the Incorporator is Francisco Arguedas and the address of the Incorporator is 8550 N.W. 17th Street, Suite 103, Miami, Florida 33126.

ARTICLE IX


This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 8 day of January 2005.


Francisco Arguedas, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of TROPICFRUITS DISTRIBUTORS INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §807.0505.


Francisco Arguedas, Registered Agent

Dated: January 8, 2005

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