

Florida Department of State  
Division of Corporations  
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## To:

Division of Corporations  
Fax Number : (850)205-0381

## From:

Account Name : ARES & COMPANY, C.P.A., P.A.  
Account Number : I20000000268  
Phone : (305)229-8256  
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## FLORIDA PROFIT CORPORATION OR P.A.

## LATINA FRESH, INC.

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ARTICLES OF INCORPORATION  
OF  
**LATINA FRESH, INC.**

THE UNDERSIGNED has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the law of the State of Florida.

ARTICLE I

The name of this corporation shall be:

**LATINA FRESH, INC.**

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purpose proposed to be transacted and carried on by this corporation are to do any and all of the things, as fully and to the same extent as natural persons might do, viz:

PREPARED BY: ARES & COMPANY, C.P.A., P.A.  
3636 SW 87<sup>TH</sup> AVE.  
MIAMI, FL. 33165

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Transact any and all lawful business.

(1) Said corporation shall further have powers:

To have perpetual succession by its corporate name,

## **LATINA FRESH, INC.**

### **ARTICLE IV**

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of US\$10.00.

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 V**

The name and street address of the initial Registered Agent and Registered Office of this corporation shall be:

**ARMANDO DE JESUS SOTOLONGO  
261 NAVARRE AVE. SUITE 301  
CORAL GABLES, FL. 33134**

The mailing address of the Corporation shall be:

**261 NAVARRE AVE. SUITE 301  
CORAL GABLES, FL. 33134**

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ARTICLE VI

The initial Board of Directors of the Corporation shall be composed by TWO (2) persons, whose names and addresses are:

MANUEL ALEJANDRO HAITO - DIRECTOR  
261 NAVARRE AVE. #301  
CORAL GABLES, FL. 33134

ARMANDO DE JESUS SOTOLONGO - DIRECTOR  
9283 SW 169<sup>TH</sup> AVE.  
MIAMI, FL. 33196

The Shareholder of the Corporation shall be:

AGROVALLEY S.A. 100% SHAREHOLDER  
TORRE BANCO DRESDNER  
PISO NO. 8 CALLE 50  
CIUDAD DE PANAMA  
REP. DE PANAMA

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

ARMANDO DE JESUS SOTOLONGO  
261 NAVARRE AVE. # 301  
CORAL GABLES, FL. 33134

The undersigned incorporator has executed these Articles of Incorporation this 4<sup>TH</sup> day of October, 2005.

  
ARMANDO DE JESUS SOTOLONGO  
DIRECTOR

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the law 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:

**LATINA FRESH, INC.**

2. The name and address of the Registered Agent and office is:

ARMANDO DE JESUS SOTOLONGO  
261 NAVARRE AVE. SUITE 301  
CORAL GABLES, FL. 33196

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT 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.

SIGNATURE: 

ARMANDO DE JESUS SOTOLONGO

DATE: 10/04/05

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