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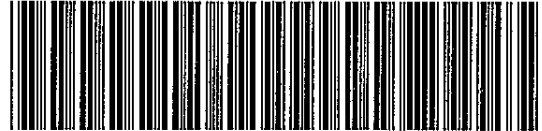
(Business Entity Name)

(Document Number)

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23

TRANSMITTAL LETTER

January 9, 2006

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Subject: **PERUVIAN NATURAL FOODS, CORP.**

Dear Sir or Madam:

Enclosed please find two originals of articles of incorporation and a check in the amount of \$78.75 for filing fee and Certificate.

Thank you,



Augusto F. Santiago, Incorporator  
Acting as Agent of AB & B GROUP, S.A.C., a Peruvian Corporation.  
3250 Mary Street  
Suite 407  
Coconut Grove, Florida 33133

ARTICLES OF INCORPORATION  
OF  
PERUVIAN NATURAL FOODS, CORP.

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TALLAHASSEE, FLORIDA

We, the undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

"PERUVIAN NATURAL FOODS, CORP."

ARTICLE II - MAILING ADDRESS, REGISTERED OFFICE  
AND  
PRINCIPAL OFFICE

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

PERUVIAN NATURAL FOODS, CORP.  
7461 SW 172 Street  
Miami, Florida 33157

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is to do any kind of business.

ARTICLE IV - SHARES AND OWNERSHIP OF SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares. The par value for each authorized share is \$1.00 (One dollar).

The name and address of the owner of the shares of stock are:

Name of Shareholder: AB & B GROUP, S.A.C.  
Address of the Shareholder: Hermanos Quinteros 119, Suite 301  
La Castellana, Surco  
Lima, PERU  
Number of Shares: 100 (One hundred).

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Augusto F. Santiago  
3250 Mary Street, Suite 407  
Coconut Grove, Florida 33133

ARTICLE VI - DESIGNATED DIRECTOR(S)

The Director(s) of the corporation is (are):

Alfredo Javier Berendson Borasino - Chairman.  
Hermanos Quinteros 119, Suite 301  
La Castellana, Surco  
Lima - PERU

Alfredo Romano Berendson De Sanctis - Director  
Hermanos Quinteros 119, Suite 301  
La Castellana, Surco  
Lima - PERU

ARTICLE VII - RESOLUTIONS OF THE BOARD OF DIRECTOR

In case the votes of the directors are even, the resolution has to be made by the Shareholder. The Board of Directors shall call for a Shareholder Meeting.

ARTICLE VIII - DESIGNATED OFFICER(S)

The Officer(s) of the corporation is (are):

Alfredo Javier Berendson Borasino - President & Treasurer  
Hermanos Quinteros 119, Suite 301  
La Castellana, Surco  
Lima - PERU

Alfredo Romano Berendson De Sanctis, Vice-President.  
Hermanos Quinteros 119, Suite 301  
La Castellana, Surco  
Lima - PERU

Augusto Fernando Santiago, Secretary  
3250 Mary Street, Suite 407  
Coconut Grove, Florida 33133

At any time, any designated officer represents the corporation and is full empowered without any limitation to do all things necessary or convenient to carry out business and affairs of the corporation in accordance to Section 607.0302 of the Florida General Corporation Act. Including, open and closing of

account(s) with bank(s), and to deposit and withdrawn therein funds of the corporation. All drafts, checks, and notes of the corporation payable on said account(s) shall be made in the name of the corporation, and signed by any of them.

ARTICLE IX - INCORPORATOR

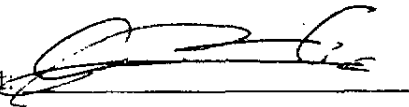
The incorporator(s) is (are):



Date: 01/09/06

Augusto F. Santiago, Incorporator  
Acting as Agent of AB & B GROUP, S.A.C., a Peruvian Corporation.  
3250 Mary Street  
Suite 407  
Coconut Grove, Florida 33133

**ACKNOWLEDGEMENT:** Having been named and appointed as registered agent and to accept service of process of the above stated corporation at the place designate 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.

Registered Agent: 

Augusto F. Santiago

3250 Mary Street, Suite 407  
Coconut Grove, Florida 33133

Date: 01/09/06  
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