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**From:**

Account Name : CABEZA & ASSOCIATES P.A.  
Account Number : I20010000076  
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## FLORIDA PROFIT/NON PROFIT CORPORATION

### VMG FRUITS INC.

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**ARTICLES OF INCORPORATION**  
**OF**  
**VMG FRUITS INC.**

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**Name**

The name of the corporation is:

**VMG FRUITS INC.**

**ARTICLE II**

**Existence**

The corporation's existence shall commence upon the date of the filing of these Articles of Incorporation.

**ARTICLE III**

**Purpose**

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

PREPARED BY:  
Manuel E. Cabeza, Esquire  
131 Madeira Avenue  
Coral Gables, Florida 33134  
Phone (305) 444-7282  
Florida Bar No. 371165

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#### ARTICLE IV

##### Authorized Capital

The corporation is authorized to issue 10,000 shares of common stock, with a par value of \$1.00 per share.

#### ARTICLE V

##### Address

The address of the principal office of the corporation and its mailing address, is 7831 West 29<sup>th</sup> Way, Hialeah, Florida 33015.

#### ARTICLE VI

##### Registered Office and Agent

The street address of the corporation's initial registered office is 131 Madeira Avenue, Coral Gables, Florida 33134. The name of the initial registered agent at such office is **Gables Registered Agents Corporation**.

#### ARTICLE VII

##### Directors

The number of directors constituting the Board of Directors shall be not less than one (1) nor more than five (5) persons. Initially, the corporation shall have Two (2) directors. The names and addresses of the initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Victor M. Grimaldo	7831 West 29 <sup>th</sup> Way No. 202 Hialeah, Florida 33018
Marth Patricia. Grimaldo	7831 West 29 <sup>th</sup> Way No. 202 Hialeah, Florida 33018

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## **ARTICLE VIII**

### **Officers**

This corporation shall have a President who shall at all times be a member of the Board of Directors, a Secretary, a Treasurer and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the shareholders. The names of the officers who are to serve until the first election are:

**Martha Patricia Grimaldo**

**President and Assistant Secretary**

**Victor M. Grimaldo**

**Vice President, Secretary and Treasurer**

## **ARTICLE IX**

### **Indemnification**

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

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**ARTICLE X**

**Incorporator**

The name and address of the incorporator of the corporation is Manuel E. Cabeza, Esquire, 131 Madeira Avenue, Coral Gables, Florida 33134.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28<sup>th</sup> day of June, 2006.



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Manuel E. Cabeza

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**REGISTERED AGENT STATEMENT OF ACCEPTANCE**

Having been named as Registered Agent to accept service of process in the State of Florida for **VMG FRUITS INC.**, (the "Corporation") at the address designated on the Articles of Incorporation of the Corporation, pursuant to the requirements of Section 607.501, Florida Statutes, the undersigned Registered Agent hereby accepts the appointment as Registered Agent of the Corporation and agrees to act in that capacity. The undersigned Registered Agent further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of a registered agent, and is familiar with and accepts the obligations of the said position.

Dated this 28<sup>th</sup> day of June 2006

Gables Registered Agents Corporation



By: \_\_\_\_\_  
Manuel E. Cabeza, President

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