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CORPORATION(S) NAME

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ARTICLES OF INCORPORATION

WE THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA PROVIDING FOR THE FORMOTION OF A CORPORATION FOR PROFIT WITH THE POWERS, RIGHTS, PRIVILIGES AND IMMUNITIES HEREINAFTER MENTIONED, AND WE HEREBY MAKE, SUBSCRIBE AND ACKNOWLEDGE AND FILEWITH THE SECRETARY OF FLORIDA THESE ARTICLES OF INCORPORATION; AND TO THAT END WE DO, BY THESE ARTICLES, SET FORTH:

ARTICLE I

THE NAME OF THIS CORPORATION (WHICH IS HEREINAFTER CALLED THE "CORPORATION" FRUIT -N – JOY CORP

ARTICLE II

THIS CORPORATION SHALL EXIST PERPETUALLY; CORPORATION EXISTANCE SHALL BEGUIN ON THE DAY UPON WHICH THESE ARTICLES ARE APPROVED BY THE SECRETARY OF THE STATE OF FLORIDA.

ARTICLE III

THE PURPOSE OF THIS CORPORATION IS TO TRANSACT ANY OR ALL LAWFUL BUSINESSES FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER CHAPTER 607 OF THE FLORIDA STATUTES. INCLUDING, BUT NOT LIMITED TO FRUIT IMPORT-EXPORT

ARTICLE IV

THIS CORPORATION IS AUTHORIZED TO ISSUE FIVE HUNDRED (500) SHARES OF COMMON STOCK, WHICH SAID SHARES SHALL HAVE A PAR VALUE OF TEN (\$ 10.00) DOLLARS PER SHARE UPON ISSUANCE.

ARTICLE V

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE AT: 7135 SW 148 COURT MIAMI, FL 33193 WITH THE PRIVILIGE OF HAVING BRANCH OFFICES WITHIN AND WITHOUT THE STATE OF FLORIDA.

ARTICLE VI

THE INITIAL REGISTERED AGENT OF THIS CORPORATION UPON WHICH PROCESS MAY BE SERVED IS: LOUIS F. CAST AND THE INITIAL REGISTERED OFFICE IS LOCATED AT: 4805 NW 79 AVE # 9 DORAL, FLORIDA 33166

ARTICLE VII

THIS CORPORATION SHALL HAVE ONE DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS SHALL BE FIXED BY LAW AND MAY BE CHANGED FROM TIME TO TIME.

THE NAME AND THE STREET ADDRESS OF THE INITIAL DIRECTOR OF THIS CORPORATION IS:

MARYLU PADRON 7135 SW 148 COURT MIAMI, FL 33193 THE AFORSAID DIRECTORS SHALL HOLD OFFICE FOR THE YEAR OF THIS CORPORATION EXISTANCE OR UNTIL A SUCCESSOR IS CHOSEN AS PROVIDED FOR IN THE BY LAWS.

ARTICLE VIII

THE INITIAL OFFICERS OF THIS CORPORATION AND THEIR ADDRESSES ARE:

PRESIDENT: MARYLU PADRON 7135 SW 148 COURT MIAMI, FL 33193

VICE-PRESIDENT: GUILLERMO J. PADRON 7135 SW 148 COURT MIAMI, FL

SECRETARY: MARYLU PADRON 7135 SW 148 COURT MIAMI, FL 33193

TREASURER: GUILLERMO J. PADRON 7135 SW 148 COURT MIAMI, FL

ARTICLE IX

THE NAME OF THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF

INCORPORATION.

SIGNATURE / TITLE

GUILLERMO J. PADRON, VICE PRESIDENT

CERTIFICATE OF DESIGNATION REGISTERED AGENT / REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS 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: FRUIT -N - JOY CORP

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT IS LOUIS F. CAST AND THE REGISTERED OFFICE IS AT 4805 NW 79 AVE # 9 DORAL,

FL 33166

SIGNATURE:

GUILLERMO J. PADRON TITLE:VICE PRESIDENT

DATE: 05/23/2007

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.

LOUIS F. CAST