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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**CITI PRODUCE GROUP, CORP.**

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March 5, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations

LAZARUS CORPORATE FILING SERVICE, INC.

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**ARTICLES OF INCORPORATION  
OF  
CITI PRODUCE GROUP, CORP.**

The undersigned, subscribers to these Articles of Incorporation are natural persons, competent Contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is: CITI PRODUCE GROUP, CORP.

**ARTICLE 2 - NATURE OF BUSINESS**

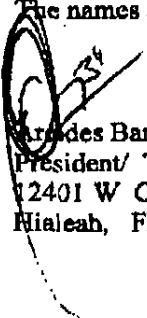
The Corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The name and address of the principal office of this Corporation is: Arcides Bartumeu, 12401 WEST OCKECHOBEE ROAD, Hialeah, FL. 33018

**ARTICLE 4 - INCORPORATORS AND FIRST BOARD OF DIRECTORS**

The names and street address of the incorporators of this Corporation are:

  
Arcides Bartumeu,  
President/ Treasurer/Director  
12401 W Ockechobee Road,  
Hialeah, FL. 33018

Eddilyn Leiro  
Director  
12401 W Ockechobee  
Hialeah, FL. 33018

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#### ARTICLE 5 - CORPORATE CAPITALIZATION

5.1 The maximum numbers of shares that this Corporation is authorized to have outstanding At any time are ONE THOUSANDS (1000) stocks, each share having the par value of ONE DOLLARS (\$1.00) each.

5.2 No holder of shares of stock of any class shall have any preemptive rights to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature provided; however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

5.3 The Board of Director of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or security convertible into Shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions of limitation, if any, as may be set forth in the bylaws of the Corporation.

5.4 The Board of Directors of the Corporation may, by articles supplementary, classify or reclassify any un issued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions or redemption of the stocks.

#### ARTICLE 6 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or covenant to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### ARTICLE 7 - TERM OF EXISTENCE

This Corporation shall have perpetual existence

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**ARTICLE 8 - TITLE**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose Name any share or right is registered on the books of the Corporation as the owner thereto, for All purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, Such share or right on the part of any other person, whether or not the Corporation.

**ARTICLE 9 - REGISTERED OFFICE AND REGISTERED AGENT**

The name and address of the registered office of this corporation is : Arcides Bartumeu, 12401 Ockechobee Rd., Hialeah, FL. 33018.

**ARTICLE 10 - BYLAWS**

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors at the time of such action shall be necessary to make any action for the making alteration, amendment or repeal of the Bylaws.


**ARTICLE 11 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 12 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to These Articles of Incorporation or to any amendment hereto, in any manner now or hereof permitted or prescribed by the provisions of any applicable statute of the State of Florida, And all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF the undersigned subscribers has executed these Articles of Incorporation this 2-28-08 day of \_\_\_\_\_, 2008

  
Arcides Bartumeu

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STATE OF FLORIDA )  
: SS

COUNTY OF MIAMI/ DADE (

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, \_\_\_\_\_  
Who shows her identification to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this \_\_\_\_\_ day \_\_\_\_\_ 2007.

NOTARY PUBLIC, State of Florida  
At Large

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT**

1. The name of the Corporation is: CITI PRODUCE GROUP, CORP.
2. The name and address of the registered agent and office is: Arcides Bartomeu, 12401 Ockechobee Rd., Hialeah, FL. 33018

Having been named as Registered Agent and to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

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.

  
Arcides Bartomeu

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