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FLORIDA PROFIT/NON PROFIT CORPORATION

VARICK MILK CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
VARICK MILK CORP.**

ARTICLE I

THE NAME OF THE CORPORATION IS: VARICK MILK CORP.

ARTICLE II

THE CORPORATION MAY ENGAGE IN OR TRANSACT IN ANY OR ALL ACTIVITY OF BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE III

THE CORPORATION IS AUTHORIZED TO ISSUE AND HAVE OUTSTANDING AN AGGREGATE NUMBER OF TEN THOUSAND (10,000) SHARES OF ONE CLASS OF COMMON STOCK HAVING A PAR VALUE OF ONE (\$1.00) DOLLAR PER SHARE. THIS CONSIDERATION TO BE PAID FOR EACH SHARE OF STOCK SHALL BE FIXED BY THE BOARD OF DIRECTORS.

ARTICLE IV

ALL SHAREHOLDERS OF THE CORPORATION SHALL BE VESTED WITH FULL PREEMPTIVE RIGHTS.

ARTICLE V

THE CORPORATION INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF THE STATE OF FLORIDA IS:

CARLOS EDUARDO JIMENEZ
888 S. DOUGLAS RD. #201
CORAL GABLE, FL 33134

THE INITIAL PRINCIPAL OFFICE IS:

888 S. DOUGLAS RD. #201
CORAL GABLE, FL 33134

HAVING BEEN NAMED INITIAL REGISTERED AGENT FOR THIS CORPORATION, I HEREBY ACCEPT SUCH AND CONSENT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH ALL THE REQUIREMENTS OF THE LAW PERTAINING THERETO.


REGISTERED AGENT

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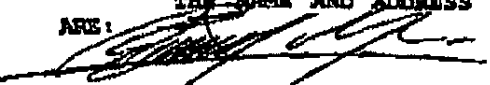
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ARTICLE VI

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS THREE, THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE.

ARTICLE VII

THE NAME AND ADDRESS OF THE MEMBER OF THE BOARD OF DIRECTORS ARE:


CARLOS EDUARDO JIMENEZ
888 S. DOUGLAS RD. #201
CORAL GABLE, FL 33134


JULIA MARIA SALAZAR
888 S. DOUGLAS RD. #201
CORAL GABLE, FL 33134


CIRO SALAZAR
888 S. DOUGLAS RD. #201
CORAL GABLE, FL 33134

ARTICLE VIII

THE NAME AND ADDRESS OF THE INCORPORATOR EXECUTING THESE ARTICLES OF INCORPORATION IS:

CARLOS EDUARDO JIMENEZ
888 S. DOUGLAS RD. #201
CORAL GABLE, FL 33134

ARTICLE IX

THE NAMES, ADDRESS AND TITLES OF THE DIRECTORS/OFFICERS ARE:

CARLOS EDUARDO JIMENEZ
888 S. DOUGLAS RD. #201
CORAL GABLE, FL 33134.....DIRECTOR/PRESIDENT

JULIA MARIA SALAZAR
888 S. DOUGLAS RD. #201
CORAL GABLE, FL 33134.....DIRECTOR/VICE-PRESIDENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CIELO SALAZAR
888 S. DOUGLAS RD. #201
CORAL GABLE, FL 33134.....DIRECTOR/ SECRETARY

AGROPECUARIA LAS MERCEDES, LTDA.....OFFICER
CARRERA 2DA #116-20
BOGOTA, COLOMBIA


INCORPORATOR

STATE OF FLORIDA

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