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FLORIDA DIVISION OF CORPORATIONS

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1492 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

400 EAST GAINES STREET

MIAMI FL 33136-

TALLAHASSEE, FL 32309

CONTACT: RAY STORMONT

FAX: (904) 922-4000

PHONE: (305) 541-3094

FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PERUVIAN PERISHABLES, INC.

FAX AUDIT NUMBER: H96000000279

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/09/1995

TIME REQUESTED: 11:40.45

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CERTIFICATE OF STATUS: 0

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**STATE OF FLORIDA
ARTICLES OF INCORPORATION
OK**

PERUVIAN PERISHABLES, INC.

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

FIRST: The name of the corporation is:
PERUVIAN PERISHABLES, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is:

One thousand shares (1,000) at \$1.00 par value.

FIFTH: The street address of the initial registered office of the corporation is:

5555 N.W. 74th Avenue, Suite 6
Miami, Florida 33166

and the name of its initial Registered Agent at such address is:
Martin Borendson

The initial street address of the principal office of the corporation shall be:

5555 N.W. 74th Avenue, Suite 6
Miami, Florida 33166

Harry D. Polatsak, Esq.
2455 E. Sunrise Blvd., Suite 1216
Fort Lauderdale, FL 33304
Tel: (305) 566-0377
Florida Bar #230960

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SIXTH The number of Directors constituting the initial Board of Directors of the corporation is one, and the name and address of the person who is to serve as Director until the first annual meeting of shareholders or until their successors are elected and shall qualify is:

Martin Berendson
5555 N.W. 74th Avenue, Suite 6
Miami, Florida 33166

The name and address of each incorporator is:

Martin Berendson
5555 N.W. 74th Avenue, Suite 6
Miami, Florida 33166

Dated: 6th January, 1995

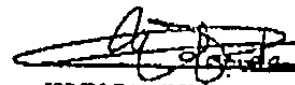

Martin Berendson

State of Florida :
County of Broward : ss.:

The foregoing instrument was acknowledged before me this 6th day of January, 1995 by Martin Berendson of PERUVIAN PERISHABLES, INC., who is personally known to me ~~or who has produced~~ ~~as identification~~ and who did/did not take an oath.



OFFICIAL SEAL
Yolanda Rodriguez de las Penas
My Commission Expires
April 29, 1997
Comm. No. CC 281393


NOTARY PUBLIC

Martin Berendson, having been designated to act as a Registered Agent, hereby agrees to act in this capacity.


Martin Berendson

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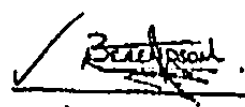
CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.24 Florida Statutes, the following
is submitted, in compliance with said Act:

PERUVIAN PERISHADLHS, INC., desiring to organize under the
laws of the State of Florida with its principle office, as
indicated in the articles of incorporation, at City of Miami,
County of Dade, State of Florida has named Martin Berondeon at 5555
N.W. 74th Avenue, Suite 6, City of Miami, County of Dade, State of
Florida, as its agent to accept service of process with this state.

ACKNOWLEDGMENT:

Having been named 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.

By: 

Registered Agent

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2/21/96

Division of Corporations
Tallahassee, FL

P 95000001937

Dear Sirs:

With regards to the above-captioned
company, please change the corporate and
mailing address to:

c/o L. Benitez
2501 Brickell Ave, # 304
Miami, FL 33129

Thank you for your cooperation. If
you have any questions, please contact
me at (305) 858-3954.

Sincerely,

~~BRENDSON~~
MARTIN BRENDSON