

Francisco R. Cosio  
Attorney at Law

2825 CORAL WAY  
MIAMI, FLORIDA 33148  
TELEPHONE (305) 864-8848  
FAX (305) 864-8888

P95000002368

December 1, 1994

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32301

600001373986  
-01/09/95--01076--017  
\*\*\*122.50 \*\*\*122.50

RE: Rio Miño Food Products Incorporated

Gentlemen:

Enclosed find articles of incorporation regarding the above captioned together with our check in the amount of \$122.50 representing filing fee thereof.

I would appreciate your furnishing this office with a certified copy of said articles of incorporation.

Thanking you for your cooperation, I remain

Very truly yours,

  
FRANCISCO R. COSIO

FRC:gc  
enc.

JB 1/10/95

FILED  
DEC 14 - 9 11 2:00  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
RIO MIÑO FOOD PRODUCTS INCORPORATED

FILED  
1935 JAN -9 PM 2:00  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is RIO MIÑO FOOD PRODUCTS,  
INCORPORATED.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the  
date of filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation may engage in any lawful business activities  
permitted under the laws of the State of Florida and of the United  
States America.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue fifty (50) shares  
no par value.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this  
corporation, shall have the right to purchase his pro-rata share  
thereof (as nearly as may be done without issuance of fractional  
shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The principal place of business of this corporation is 260 Crandon Boulevard, Suite 49, Key Biscayne, Florida 33149 and the name of the initial registered agent and his address is Carlos G. Ordoñez, 11870 S.W. 97 Terrace, Miami, Florida 33186.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five. The names and addresses of the initial Board of Directors of the corporation are:

NAME	ADDRESS
Carlos G. Ordoñez	11870 S.W. 97 Terrace Miami, Florida 33186
Jose Manuel Lopez	11870 S.W. 97 Terrace Miami, Florida 33186

ARTICLE VIII - INCORPORATORS

The names and addresses of the Incorporators signing these Articles are

NAME	ADDRESS
Carlos G. Ordoñez	11870 S.W. 97 Terrace Miami, Florida 33186
Jose Manuel Lopez	11870 S.W. 97 Terrace Miami, Florida 33186

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the 30 day of November 1994.


  
CARLOS G. ORDÓÑEZ

JOSE MANUEL LOPEZ

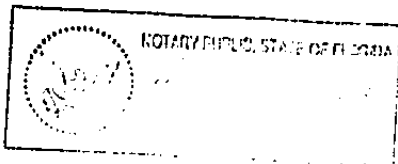


STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 30 day of November, 1994 by CARLOS G. ORDÓÑEZ and JOSE MANUEL LOPEZ, who is (are) personally known to me or who have produced Driver License & Passport, as identification and who did (did not) take an oath.

  
NOTARY PUBLIC

My commission expires:



FILED

1995 JAN -9 PM 2:00

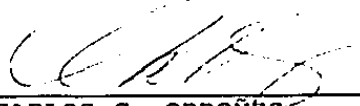
CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AN ACCEPTANCE OF AGENT  
UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

First, that RIO MIÑO FOOD PRODUCTS, INCORPORATED, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 260 Crandon Boulevard, Key Biscayne, Florida has named CARLOS G. ORDOÑES, located at 11870 S.W. 97 Terrace, Miami, Florida 33186 as its agent to accept service of process within Florida.

Dated: Nov 30/94

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
CARLOS G. ORDOÑES