CAPITAL CONNECTION, INC.

417 I. Virginia Sr., Suitr. I., Tallahasser, 11 - 32301, (904)224-8870. Mailing Addrew Post. Office. Box. 10349, Tallahasser, FL 32302. TOLL TREE No. 1-800-342-8062. FAX (904)-222-1222.

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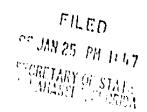
Please remit Invoice number with payment TERMS: NET 10 DAYS FROM INVOICE DATE 1 1/2% per month on Past Due Amounts Past 30 Days, 18% per Annum

THANK YOU from Your Capital Connection

ARTICLES OF INCORPORATION

OF'

Mo-Bo II Enterprises Incorporated



Michael Cantor, the undersigned, hereby makes, subscribes, acknowledges and files these Articles for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I-NAME

The name of the corporation shall be Mo-Bo II Enterprises Incorporated.

ARTICLE II-PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE III-CAPITAL STOCK

The capital stock of this corporation shall consist of One Hundred (100) shares of common stock of one (\$1.00) par value, fully paid and non-assessable.

ARTICLE IV-INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office of this corporation shall be located at 2008 S.E. 4th Avenue, Fort Lauderdale, FL 33316, and the name of the initial Registered Agent of this corporation at said address shall be <u>Michael Cantor</u>.

ARTICLE V-INITIAL BOARD OF DIRECTORS

This corporation shall initially have one director: Michael Cantor.

person who may become an officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporatino which he may be in anywise interested.

ARTICLE VII-OFFICERS

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be: Michael Cantor, President and Secretary; and Paul Boris, 2008 S.E. 4th Aveune, Fort Lauderdale, FL 33316 as Treasurer.

ARTICLE VIII-INCORPORATOR

The name and address of the incorporator is <u>Michael Cantor</u> 2008 S.E. 4th Avenue, Fort Lauderdale, FL 33316.

ARTICLE IX-AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles or Incorporation in any manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted to this reservation.

ARTICLE X-COMMENCEMENT

This corporation shall commence its existence upon the date of iling of these Articles with the Secretary of State.

ARTICLE XI-PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be 2008 S.E. 4th Avenue, Fort Lauderdale, FL 33316.

IN WITNESS WHEREOF, the undersigned incorporator, Michael Cantor, subscribed to these Articles of Incorporation this 24th day of January, 1995.

ARTICLE VI-SPECIAL PROVISIONS

The following special provisions shall govern this corporation:

- A. The time and the place of the annual shareholder's meeting shall be fixed and provided for in the by-laws, and notice of same shall be given in one of the methods provided by law. Any shareholder may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.
- B. There shall be a President and Secretary of this corporation, and such assistants as the shareholders may, by resolution determine to be necessary and/or as provided by the bylaws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly-called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.
- C. The office s may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.
- D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.
- E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud shall be affected or invalidated by the fact that any officer of officers of the corporation is a party or parties to or interested in such person or persons, firm or corporation, and each and every

President and Secretary BEFORE ME, the undersigned authority duly appointed to take acknowledgements, personally appeared Michael Cantor, to me known, and known to me to be the person described in and who acknowledged before me that he executed the same for the purposes therein expressed. SWORN TO and subscribed before me this day of

Notary Public:____

My commission expires:

STATE OF FLORIDA

COUNTY OF TROWARD

CHRIFTCATE DESIGNATING PLACE OF BUSINESS OR STATE, HAMING AGERT UPON WHOM PROCESS MAY BE SERVED JAY 25 PH 114.7

In pursuance of Chapter 48.091, Florida Statutes, This IARY or SIMI. following is submitted in compliance with said act:

Mo-Bo II Enterprises Incorporated desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation at 2008 S.E. 4th Avenue, Fort Lauderdale, FL 33316 has named Michael Cantor as its Registered Agent to accept service of process within this stato.

ACKNOWLEDGEMENT:

Having beer named to accept service of process for the above stated 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 and complete performance of my duties.

President and Secretary

MO-BO ENTERPRISES, INC.

Distributors of Quality Fruits and Vegetables

PHONE: (305) 977-0404

FAX: (305) 970-1733 DDDP.(D)X (99 - PIMPANO PACIT, . 33061

Attn: Sharon Taylor FLORIDA DEPARTMENT OF STATE Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

RE: Document # P95000006577

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Dear Ms. Taylor:

18 to thank The Department for the acknowledgement of receipt of my letter dated April 18, prompt 1995.

As per your advice, please be advised that I am resigning as treasurer from Mo-Bo Enterprises II. Personally, I had no knowledge of this company or the other parties listed in the aforementioned corporate papers. It is my impression the papers were obtained to commit fraud by the other parties involved. I had no knowledge of this intention.

John J. King has never worked in my organization and I. do not personally know him.

Enclosed is the required fee of \$35.00 for the removal of officer.

Singerfly,

Paul S. Boris



Florida Department of State, Jim Smith, Secretary of State

AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

STATE OFFLORIDA			
COUNTY OF BROWARD			
PAUL S. BORIS	after heing duly sworn	state that to the host of -	
I,	and under the penalties	of perjury, the following is	true and
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MO-BO ENTERPRISES, INC. 1		(Titie) For	မ္သာ
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That the corporation has been notif	ied in writing of the resig	nation.	
	Signature of real	Bous 26	· ************************************
	Olgricker & Ot 1651g	ning officer/director	
Sworn to and subscribed before me	this <u>//3</u> day of	May , 1995	 •
pa menyani ana 18	Ben &	OTARY PUBLIC	
MYCO	RY PUPLIC STATE OF FLORIDA OMMISSION EXP.AUG. 22,1995 ED THRU GENERAL INS. UND		

FILING FEE IS \$35.00