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RECEIVED
TALLAHASSEE

TRANSMITTAL LETTER

Date: 4/14/95

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: FRUTICUBA, INC.
3955 SOUTHWEST 137TH AVENUE, SUITE 1
MIAMI, FLORIDA 33175

04/19/95-01093-002
\$ 78.75 *****78.75

Dear Sir:

Enclosed please find the Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our check in the amount of \$78.75 to cover the following fees:

Filing fee	\$35.00
Registered agent	\$35.00
Certificate of Status	\$ 8.75

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the above address.

Sincerely,

MARIA de la PORTILLA

Enclosures

NANCY HENDRICKS APR 24 1995

ARTICLES OF INCORPORATION

OF

FRUTICUBA, INC.

FILED
95 APR 13 11 00 AM
SECRETARY
-HALLMARK

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

FRUTICUBA, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3955 SOUTHWEST 137TH AVENUE, SUITE 1
MIAMI, FLORIDA 33175

ARTICLE IV - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 (ONE HUNDRED)

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent of this corporation is:

MARIA de la PORTILLA
3955 SOUTHWEST 137TH AVENUE, SUITE 1
MIAMI, FLORIDA 33175

ARTICLE VI - TERM OF EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to Florida law.

ARTICLE VII - SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for the advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE IX - SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anyway interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE X - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial Board of Director(s) of the corporation are as follows:

MARIA de la PORTILLA
3955 SOUTHWEST 137TH AVENUE, SUITE 1
MIAMI, FLORIDA 33175

OBdulio PEREZ
3955 SOUTHWEST 137TH AVENUE, SUITE 1
MIAMI, FLORIDA 33175

ARTICLE XI - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

MARIA de la PORTILLA
3955 SOUTHWEST 137TH AVENUE, SUITE 1
MIAMI, FLORIDA 33175

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14 day of APRIL, 1995.

Incorporator:



MARIA de la PORTILLA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/ registered agent, in the State of Florida.

1. The name of the corporation is:

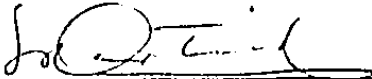
FRUTICUBA, INC.

2. The name and address of the registered agent and office is:

MARIA de la PORTILLA
3955 SOUTHWEST 137TH AVENUE, SUITE 1
MIAMI, FLORIDA 33175

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. 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.

Signature: _____


MARIA de la PORTILLA

Date: _____

4/14/95

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
95 APR 19 11 03 AM '95

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LAZARUS CORPORATE INDUSTRIES, INC.
Requestor's Name

890 S.W. 87 AVENUE SUITE: 16
Address

MIAMI, FLORIDA 33174 (305)552-5973
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

100000745081
03/15/96 --01071 --014
*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. FANTICUBA, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
MAR 15 PM 2:31
SECRETARY OF STATE

- Walk in Pick up time 2:00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE
MAR 15 PM 2:27

N. HENDRICKS MAR 15 1996

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FRUTICORA, INC.

FILED
96 MAR 15 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article V: The new registered agent will be: Rene Carlos del Valle, 9908 Hammock Blvd. #1, Miami, Fl. 33196

Article X: The new board of Directors will be:

Rene Carlos del Valle (President) and
Lourdes Rosalia Portela (Secretary) both residing at:
9908 Hammock Blvd. #1, Miami, Fl. 33196.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: December 18th., 1995.

FOURTH: Adoption of Amendment(s) (check one)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 12th day of MARCH, 19 96.

Signature x [Signature]
(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Maria de la Portilla

Typed or printed name

President

Title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

x [Signature]
Rene Carlos del Valle. -PRESIDENT.

MARCH 12th 1996
DATE