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7-5-95

Requester's Name
Edward Abramson, P.A.
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7270 N.W. 12 Street
Miami, FL 33126
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VALIDATION ONLY

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CORPORATION(S) NAME

VENEFRUIT, INC.

FILED
1995 JUL -6 PM 1:54
SECRETARY OF STATE OF FLORIDA
TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Will Wait	<input type="checkbox"/> After 4:30	<input type="checkbox"/> Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

RECEIVED

R. CHESSEB JUL 11 1995

EXPIRE Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION
OF
VENEFRUIT, INC.

The undersigned incorporator 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: VENEFRUIT, INC.

ARTICLE II.

PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 8515 N.W. 3rd. Lane #5, Miami, FL 33126

ARTICLE III.

PURPOSES

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

- a) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- b) To do such other things as are incidental, necessary or desirable in order to accomplish the foregoing.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE IV.

CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is Five Hundred (500) shares of common stock, having a nominal or par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the board of directors but in no event shall be less than \$1.00

ARTICLE V.

TERM

This corporation shall commence existence on the date of the filing of these Articles of Incorporation and shall have perpetual existence.

ARTICLE VI.

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for this corporation shall be Edward J. Abramson, Esq., and the Registered Office shall be located at 7270 N.W. 12th Street, Suite 580, Miami, Florida 33126, or at such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with the law.

The aforementioned location does not constitute the principal office.

ARTICLE VII.

DIRECTORS

This corporation shall have not less than one nor more than three directors, as set forth in the By-Laws. The name and street address of the initial director of this corporation which, subject to these Articles of Incorporation and the Laws of the State of Florida, shall hold office until its successors have been elected and qualified, are:

NAME: Ruben Dario Ortegon

TITLE President, Secretary, Treasurer

ADDRESS: 8515 N.W. 3rd. Lane #5, Miami, FL 33126

ARTICLE VIII.

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Edward J. Abramson, Esq. at the Airport Executive Tower II, 7270 N.W. 12th Street, Suite 580, Miami, Florida 33126.

ARTICLE IX.

INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have the right of inspecting any accounts, book or document of this

corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the board of directors.

ARTICLE X.

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party to or in which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XI.

TELEPHONE MEETING AUTHORIZED

Members of the board of directors or of any executive committee designated by the board of directors in accordance with law shall be deemed present at any meeting of the board of directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

AMENDMENT

IN WITNESS WHEREOF, I have hereunto set my hand and seal at
Miami, Dade County, Florida this 30th day of June, 1995.

CERTIFICATE OF ACCEPTING DESIGNATION
AS
REGISTERED AGENT

Edward J. Abramson, Esq.

IN WITNESS WHEREFORE, I have hereunto set my hand and official seal at Miami, Dade County, Florida this 30th day of June, 1995.

My commission expires:
 ANDREW VERBICES
 Notary Public, State of Michigan
 My Comm. expires Oct 14, 1997
 No. CC323557

30 June 1995

Anna N. N. N.