

1/18/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

11:32 AM

((H96000000881))
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE K1 COMPANY
DEPARTMENT OF STATE 148 W FLAGLER ST
STATE OF FLORIDA SUITE 200
400 EAST GAINES STREET MIAMI FL 33135-8-0000
TALLAHASSEE FL 32399 CONTACT: RAY STORMONT
FAX: (904) 822-4000 PHONE: (305) 841-3694
FAX: (305) 841-3770

((H96000000881)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: AMERICAN TROPICAL PRODUCE, INC.
FAX AUDIT NUMBER: H96000000881 CURRENT STATUS: REQUESTED
DATE REQUESTED: 01/18/1998 TIME REQUESTED: 11:32:49
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.80 ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000000881))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM

Connect: 00:16:1

FILED
96 JAN 18 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

96 JAN 18 PM 12:39

RECEIVED

ARTICLES OF INCORPORATION

of

AMERICAN TROPICAL PRODUCE, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation shall be: **AMERICAN TROPICAL PRODUCE, INC.**

ARTICLE II

Corporate existence is perpetual.

ARTICLE III

The purpose of the corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The corporation shall have the authority to issue 1,000 shares all in one class, \$1.00 par value.

ARTICLE V

The initial principal address and registered offices of the corporation in the State of Florida shall be 9098 N.W. 112 TERR. MIAMI, FLORIDA 33016. The Board of Directors may from time to time move their principal offices to any address within the State of Florida. The registered agent is: **ANDY MARTINEZ**. Address: 8360 W. FLAGLER ST. SUITE 205 MIAMI, FLORIDA 33016.

ANDY MARTINEZ, P.A.
8360 W. FLAGLER ST. #205
MIAMI, FLORIDA 33144
(305) 557-3000

H96000000881

H96000000881

FILED
55 JAN 18 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H9600000881

ARTICLE VI

The number of directors constituting its initial Board of Directors are TWO (2) whose names and addresses are:

NAME/ADDRESS

SILVIO J. GARCIA
9098 N.W. 112 TERR.
MIAMI, FLORIDA 33016

IRRENE GARCIA
9098 N.W. 112 TERR.
MIAMI, FLORIDA 33016

ARTICLE VII

The stock of the corporation may be issued pursuant to the provisions under * 1244 of Internal Revenue Code in order for the stockholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF: We have hereunto set our hands and seals this 17th day of JANUARY 1996.

Silvio Garcia
Vice President

ARTICLE VIII

The name of the incorporator is IRRENE GARCIA 9098 N.W. 112 TERR. MIAMI, FLORIDA 33016.

Signature *Irrene Garcia*
Incorporator

H9600000881

ARTICLE IX

Preemptive rights shall be as follows: Subject to the restrictions of the Florida General Corporation Act, the holders of the common stock of this corporation shall have the preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of the corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (and issued).

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

Pursuant to the provisions of Section 607.325, 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 : **AMERICAN TROPICAL PRODUCE, INC.**
2. The name and address of the registered agent is:

ANDY MARTINEZ
8360 W. FLAGLER ST. SUITE 205
MIAMI, FLORIDA 33144

SIGNATURE

[Signature]
(Corporate Officer)

TITLE

Vice President

DATE

1-17-96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT 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 AND OBLIGATIONS
OF SECTION 607.325, FLORIDA STATUTES

SIGNATURE

[Signature]

DATE

1-17-96

CLERK OF STATE
TREASURY
FLORIDA

JAN 18 PM 4:34

FILED