

P960000006438

Del Monte

Del Monte Fresh Produce Company

January 16, 1996

Bruce A. Jordan
Vice President and General Counsel

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

300001691198
-01/17/96--01105--011
****122.50 ****122.50

Subject: Transmittal Letter - Flubble, Inc.

Please find enclosed

- original and one (1) copy of the Articles of Incorporation for the above company
- Certificate of Designation of Registered Agent/Registered Office
- check in the amount of \$122.50, which corresponds to:

\$ 35.00
\$ 35.00
\$ 52.50
\$122.50

Filing Fee
Designation of Registered Agent
Certified Copy of Articles of Incorporation
Total

I have also enclosed a Federal Express envelope and airway bill so the certified copy of the articles can be returned to me at your earliest convenience.

Sincerely yours,

Bruce A. Jordan

AL JAN 22 1996

RECEIVED
SECRETARY OF STATE
CORPORATE DIVISION
96 JAN 17 PM 1:20

**ARTICLES OF INCORPORATION
OF
FLUBBLE, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JAN 17 PM 1:28

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE ONE
NAME**

The name of the Corporation is **FLUBBLE, INC.**

**ARTICLE TWO
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation is

2210 N.E. 204th Street
N. Miami Beach, FL 33180

**ARTICLE THREE
CAPITAL STOCK**

The number of shares of stock that the Corporation has authority to issue is five hundred (500) shares, all of which shall be common shares with a par value of One Dollar (\$1.00) per share.

**ARTICLE FOUR
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

**ARTICLE FIVE
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The street address of the initial registered office of the Corporation is

c/o Del Monte Fresh Produce Company
800 Douglas Entrance, 12th Floor
Coral Gables, FL 33134

and the name of the initial registered agent at that address is
Bruce A. Jordan.

**ARTICLE SIX
INCORPORATOR**

The name and street address of the incorporator is as follows:

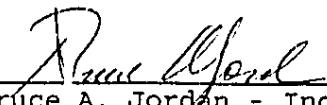
Name

Address

Bruce A. Jordan

c/o Del Monte Fresh Produce Company
800 Douglas Entrance, 12th Floor
Coral Gables, FL 33134

The undersigned has executed these Articles of Incorporation this 16 day of January, 1996.


Bruce A. Jordan - Incorporator

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 17 PM 1:20

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the state of Florida.

1. The name of the Corporation is **FLUBBLE, INC.**
2. The name and address of the registered agent and office of the Corporation is:

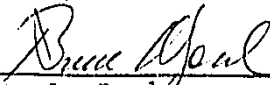
Name

Bruce A. Jordan

Address

c/o Del Monte Fresh Produce Company
800 Douglas Entrance, 12th Floor
Coral Gables, FL 33134

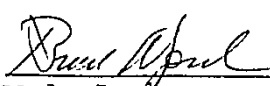
Date: January 16, 1996



Bruce A. Jordan
Incorporator

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.

Dated: January 16, 1996



Bruce A. Jordan