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LAW OFFICES OF
ZWICK, FRIEDMAN & GOLDBAUM, P.A.

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Andrew R. Friedman

SECRETARIAL SERVICES
-04/09/96--01111--008
***122.50 ***122.50

April 8, 1996

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

Re: FLORIDA FRUZCO CORP.

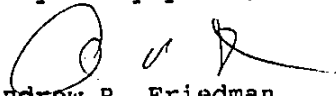
Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Certificate of Incorporation for the above captioned corporation and our check in the amount of \$122.50 to cover the cost associated with same.

Once the enclosed is processed, kindly return one stamped copy to the undersigned in the enclosed envelope.

If you have any questions regarding the enclosed, feel free to call. Thank you for your cooperation in this matter.

Very truly yours,



Andrew R. Friedman

sc
Encls.

Via FedEx

Dmc
4/16/96

96 APR -91 AM 9:29
FILED
SECRETARIAL SERVICES
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FLORIDA FRUZCO CORP.

FILED
96 APR -9 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

FLORIDA FRUZCO CORP.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 100,000 shares common stock, \$1.00 par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefor shall have been paid.

ARTICLE IV

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE V

This corporation shall have perpetual existence, unless dissolved according to law.

ARTICLE VI

The principal office of the Corporation shall be at 12042 N. Kendall Drive, Miami, FL 33186. Said Corporation shall have full power and authority to transact business and to establish offices and agencies in such other places within and without the State of Florida and in any foreign countries. The name of the initial registered agent of this Corporation is Laura Patiño, 12042 N. Kendall Drive, Miami, FL 33186.

ARTICLE VII

The business of the Corporation shall be conducted by a Board of Directors of not less than one to be increased at the discretion of the Board of Directors.

ARTICLE VIII

The name and post office addresses of the first Directors of this Corporation, all subject to the provisions of this certificate, By-laws, and the Corporation Law of the State of Florida, who shall hold office for the first year, or until their successors are duly elected and qualified are:

NAME

ADDRESS

Laura Patiño

12042 N. Kendall Drive
Miami, FL 33186

ARTICLE IX

The names and post office addresses of the officers of the Corporation are as follows:

NAME

ADDRESS

Laura Patiño
President/Secretary
Treasurer

12042 N. Kendall Drive
Miami, FL 33186

ARTICLE X

The name and post office address of the subscriber to the Certificate of Incorporation is as follows:

NAME

ADDRESS

Laura Patiño

12042 N. Kendall Drive
Miami, FL 33186

ARTICLE XI

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

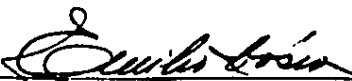
IN WITNESS WHEREOF, the undersigned incorporator, being the same person named in Article X above, and in evidence of her desire to form this Corporation does hereunto subscribe her name, this 25 day of March, 1996.


President and Subscriber

STATE OF FLORIDA)
) Jo:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Laura P tiño, personally known to me and known to me to be the person described in and whose name is signed to the foregoing Certificate of Incorporation of FLORIDA FRUZCO CORP. and who is described in said Certificate as the incorporator of said Corporation, and she acknowledged before me under oath that she executed the same for the purposes herein expressed.

WITNESS my hand and seal in the County of Palm Beach, State of Florida, this 25 day of March, 1996.



NOTARY PUBLIC, STATE OF FLORIDA
 Personally known
 Produced identification
Type of identification

My Commission Expires:

=====

"OFFICIAL NOTARY SEAL"
EMILIO COSIO
Notary Public, State of Florida
Commission No. CC237613
My Commission Expires 11/27/96
Bonded Through Fla. Notary Service & Bonding Co.
1-800-3-NOTARY

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT, AND IN
WHOM PROCESS MAY BE SERVED.

FILED
96 APR -9 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST - THAT FLORIDA FRUZCO CORP. DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED
LAURA PETINO, 12042 N. KENDALL DRIVE, MIAMI, FL 33186, STATE OF
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE *Laura Petino*
Laura Petino

TITLE Sole Incorporator

DATE: March 25, 1996

HAVING BEEN 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.

SIGNATURE *Laura Petino*
Laura Petino

DATE: March 25, 1996