

MAY-23-1996

5/23/96

EMPIRE CORPORATE KIT

5/23/96

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

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DEPARTMENT OF STATE

1492 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

409 EAST GAINES STREET

MIAMI FL 33136-

311- 29

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: M.D. PRODUCE CORP.

FAX AUDIT NUMBER: H96000007315

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/23/1996

TIME REQUESTED: 12:34:37

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5/24/96
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DIVISION OF CORPORATIONS

96 MAY 23 PM 3:36

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96 MAY 23 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PHY-23-1996 14121

EMPIRE CORPORATE KIT

L. Toyos & Assoc.
Lazaro Toyos
7127B SW 8th St.
Miami, FL 33144
(305) 866-6493

96 MAY 23 P. 14:23
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

M.B. PRODUCE CORP.

(name of corporation)

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

ARTICLE I - CORPORATE NAME

The name of the corporation is:

M.B. PRODUCE CORP.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (*500*) of ONE DOLLAR Dollar(s) (\$1.00***) per value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME	ANTONIO MARCIO BARBOSA		
ADDRESS	9115 NW 1st AVE. SUITE L305		
CITY	MIAMI	FLORIDA	ZIP 33136

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	ANTONIO MARCIO BARBOSA		
ADDRESS	9115 NW 1st AVE, SUITE L305		
CITY	MIAMI	FLORIDA	ZIP 33136

ARTICLE VI - INITIAL BOARD OF DIRECTORS

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

NAME	ANTONIO MARCIO BARBOSA		
ADDRESS	9115 NW 1st AVE. SUITE L305		
CITY	MIAMI	STATE FLORIDA	ZIP 33136
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

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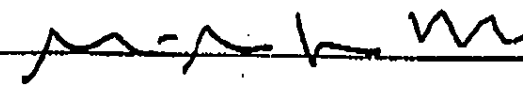
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ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	ANTONIO MANCIO BARRERA		
ADDRESS	111 NW 1st AVE, Suite 1305		
CITY	Miami	STATE	Florida ZIP 33136
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 23rd day of May, 19 96.

 (Seal)
 _____ (Seal)
 _____ (Seal)

STATE OF FLORIDA

COUNTY OF dade

) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that _____ executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this _____ day of _____, 19 ____.

(Notary Seal)

(Notary Public, State of Florida at Large)

My Commission expires

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MAY-23-1996 14:22

EMPIRE CORPORATE KIT

P.16/23

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**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

FILED
96 MAY 23 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M.B. PRODUCE CORP.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 9115 NW 1st AVE., Suite L305

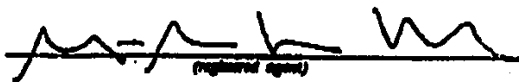
Miami, FL 33136

has named ANTONIO MARCIO BARROSA

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)

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