

P96000049394



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PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 981301 98373A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizut

ORDER DATE : June 10, 1996

ORDER TIME : 10:14 AM

ORDER NO. : 981301

CUSTOMER NO: 98373A

700001856727

CUSTOMER: C. Christian Sautter, Esq
C. CHRISTIAN SAUTTER, P A

Suite 1900
200 East Olas Boulevard
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: PASCO INTERTRADE-FLORIDA, INC.

EFFECTIVE DATE:

X ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GLS

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 19 PM 3:33

RECEIVED
96 JUN 10 PM 12:09
DIVISION OF CORPORATION

96/10/96

EFFECTIVE DATE

6/4/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUN 10 PM 3:33

**ARTICLES OF INCORPORATION
OF
PASCO INTERTRADE-FLORIDA, INC.**

Article I

Name

The name of the corporation is **PASCO INTERTRADE-FLORIDA, INC.**

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business or mailing address of this corporation shall be:

**1100 Northwest 54th Street
Fort Lauderdale, Florida 33309**

Article V

Capital Stock

This corporation is authorized to issue One Hundred (100) shares of One Cent (\$.01) par value common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is **200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301**, and the name of the initial registered agent of this corporation at the address is **C. Christian Sautter, Esq.**

Article VII

Initial Board of Directors

This corporation shall have the following number of directors initially: two (2). The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Simon Chiang	1100 Northwest 54th Street Fort Lauderdale, Florida 33301
Linda J. Walden	1100 Northwest 54th Street Fort Lauderdale, Florida 33301

Article VIII

Incorporator

The name and address of the person signing these Articles are:

**C. Christian Sautter, Esq.
200 East Las Olas Boulevard
Suite 1900
Fort Lauderdale, Florida 33301**

Article IX

Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, to the fullest extent permitted by law.

Article XI

Date of Existence

This corporation shall be deemed to be in existence five (5) business days prior to the filing of these Articles of Incorporation, pursuant to the provisions of Florida Statutes, Section 607.0203(1).

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on June 6, 1996.


C. Christian Sautter, Esq., Incorporator

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 10 PM 3:33

Pursuant to the provisions of section 607.0501 or 617.0501, 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: **PASCO INTERTRADE-FLORIDA, INC.**
2. The name and address of the registered agent and office is:

**C. Christian Sautter, Esq.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301**

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.

Signature 
C. Christian Sautter, Esq.,

Date June 6, 1996

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060396

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C. CHRISTIAN SAUTTER, P.A.
ATTORNEY AND COUNSELLORS AT LAW
Suite 1900
200 East Las Olas Boulevard
Fort Lauderdale, Florida 33301

FILED
96 JUL 16 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE (904) 224-4119
FAX (904) 486-4119

C. CHRISTIAN SAUTTER*

* MEMBER TX AND FL BARR
Helen Diamond, Legal Assistant

July 15, 1996

Via Federal Express

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
Attention: Amendments

COULD NOT BE DELIVERED
-07/16/96--01178--014
*****07.50 *****07.50

Re: Pasco Intertrade-Florida, Inc., a Florida corporation
Document Number P96000049394

Dear Ladies and or Gentlemen:

Enclosed please find two (2) original executed and notarized Articles of Amendment for the above referenced corporation, wherein Article I has been amended to read as follows: **AMERICAN FRUIT & JUICE CORPORATION**. Upon your review and approval of same, please return one (1) certified copy of same to the undersigned in the Federal Express self-addressed envelope provided herein. I have also enclosed remittance no. 0093 in the amount of \$87.50 to cover cost of same.

Very truly yours,

C. CHRISTIAN SAUTTER, P.A.

C. Christian Sautter
C. Christian Sautter, Esq.

encls.
916R11001
071596

N/C

VS JUL 24 1996

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
PASCO INTERTRADE-FLORIDA, INC.

FILED
96 JUL 16 AM 9:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

- I. The name of the corporation is **PASCO INTERTRADE-FLORIDA, INC.**, which was incorporated on **June 10th, 1996**, under document number **P96000049394**.
- II. Article I of the Articles of Incorporation is hereby amended to read as follows:

"Article I"

The name of the corporation shall be:

AMERICAN FRUIT & JUICE CORPORATION

- III. The foregoing amendment was adopted by the majority consent of the directors of **PASCO INTERTRADE-FLORIDA, INC.**, a Florida corporation on June 28, 1996. **

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 28 day of June, 1996.


Simon Chiang, President

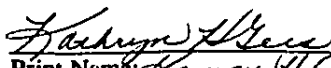
** This Amendment does not require the approval of the Stockholders of the corporation.

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 28 day of June, 1996, by Simon Chiang, as President on behalf of Sino-American-Florida, Inc., a Florida corporation, who is personally known to me or who has produced _____ as identification and who did/did not [circle as applicable] take an oath.

NOTARY PUBLIC


Print Name: KATHRYN H. GEIS
CC512855

