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JUNE 3RD, 1996

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

000001857120
-06/11/96--01005--001
*****78.75 *****78.75

SUBJECT: LA AUTENTICA FOODS, INC.

Enclosed please find an original and one (1) copy of the articles of incorporation and a check for \$78.75 for the filing fee and Certificate.

Please return the photocopy to me with the filing date stamped on it.

**FROM: FABRICE RIVIERE
1300 SE 10TH AVENUE
NORTH BUILDING
HIALEAH, FLORIDA 33010
(305) 888-6727**

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
96 JUN 10 AM 9:48
FILED

D. BROWN JUN 11 1996

ARTICLES OF INCORPORATION
OF
LA AUTENTICA FOODS, INC.

FILED
96 JUN 10 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the Corporation is LA AUTENTICA FOODS, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPLE OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is at 1300 SE 10th Avenue, North Building, Hialeah Florida 33010.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to the law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under chapter 607, business Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue 100 shares of common stock with par value of \$1.00 per share. All stock shall be of one class. The board of directors may authorize the issuance of such stock to such person (s) upon such terms and for such considerations as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at that price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 1300 SE 10th Avenue, Hialeah, Florida 33010 and the registered agent at that office is FABRICE RIVIERE,

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the ByLaws.

The initial Board of Directors of the Corporation shall be comprised of:

FABRICE RIVIERE
1300 SE 10th Avenue
Hialeah, Florida 33010

ARTICLE IX - AMENDMENTS


These Articles of Incorporation may be amended by the shareholders or board of directors, in the manner now or hereinafter prescribed by the statute or set forth in the Corporation's ByLaws, so long as same does not conflict with the Florida Statutes.

ARTICLE X: INCORPORATOR

The incorporator of the Corporation is as follows:

FABRICE RIVIERE
1300 SE 10th Avenue
Hialeah, Florida 33010

IN WITNESS WHEREOF, I, FABRICE RIVIERE, the undersigned incorporator, have signed these Articles of Incorporation on this 3rd of June, 1996 and acknowledged the same to be my act.


FABRICE RIVIERE

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY SERVED**

FILED
JUN 13 AM 9:48
CLERK OF DISTRICT COURT
MIDDLE DISTRICT FLORIDA

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said acts:

First-- That LA AUTENTICA FOODS, INC., desiring to organize under the laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation at City of Hialeah, County of Dade, State of Florida, has named FABRICE RIVIERE located at FABRICE RIVIERE, 1300 SE 10th Avenue in the city of Hialeah, County of Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

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.

BY: 
FABRICE RIVIERE

DATE: 6/3/96