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November 14, 1996

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

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To Whom It May Concern:

Enclosed herewith please find an original Articles of Incorporation for TROPICAL FOODS INC. and two copies of the same. Please return one of the additional copies stamped filed in the enclosed self addressed stamped envelope. You will also find a check for \$ 122.50 which would be for the filing fees of the same and a certified copy.

Very truly yours,


Jorge Dijkhuizen

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
TROPICAL FOODS INC.**

The undersigned subscribers to these Articles of Incorporation, are natural persons, competent to contract, and hereby form a corporation under the laws of the State of Florida

ARTICLE I. NAME

The name of the corporation is: TROPICAL FOODS INC.

ARTICLE II. NATURE OF BUSINESS

The corporation shall have the unlimited power to engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock the corporation shall have the authority to issue is one thousand (1,000) shares of Common Stock having a par value of \$1.00 each.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial address of this corporation in the State of Florida is: 1224 Barefoot Bay Dr., Orlando, FL 32824.

The Stockholders may from time to time move the principal office to any other address in Florida.

ARTICLE VI. INCORPORATOR

The name and address of the Incorporators of these Articles of Incorporation is: 1224 Barefoot Bay Dr., Orlando, FL 32824.

ARTICLE VII. PREEMPTIVE RIGHTS

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

(i) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Article of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof, or

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(ii) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE VIII. MANAGEMENT OF CORPORATION BY STOCKHOLDERS

The Corporation shall have no board of directors, and all the corporate powers shall be excised by, and the business and affairs of the corporation shall be managed under the direction of the stockholders

ARTICLE IX. STOCK TRANSFERS - CORPORATION'S RIGHT OF FIRST REFUSAL

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the stockholder, shall be registered or certified mail to the corporation at its principal place of business, and shall remain open for acceptance by the corporation for a period of ninety (90) days from the date of mailing. If the corporation fails or refuses within each period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

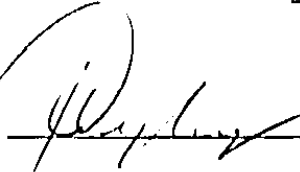
On the death of any stockholder, the Corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereof the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation,"

ARTICLES X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the Incorporator of these Articles of Incorporation has hereunto set his hand and seal this 14 day of NOVEMBER, 1996.

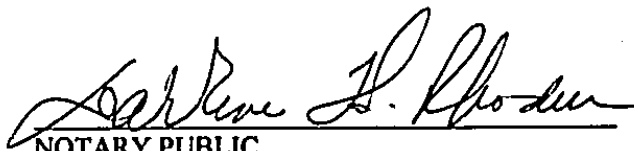


Jorge Dijkhuizen

STATE OF FLORIDA)
)ss.
COUNTY OF ORANGE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared; Jorge Dijkhuizen, to me known to be the person described as Incorporator of and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County of Orange, State of Florida, this 14th day of November, 1996.



NOTARY PUBLIC,
State of Florida at Large

My commission expires:



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OFFICE OF THE
ATTORNEY GENERAL
STATE OF FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT
FOR SERVICE OF PROCESS WITHIN THIS STATE

TROPICAL FOODS INC. is qualified to do business under the laws of the State of Florida with its registered office at 1224 Barefoot Bay Dr., Orlando, FL 32824 and Jorge Dijkhuizen as its Registered Agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Statutes relative to keeping open said office.


By Jorge Dijkhuizen