

P96000101102



Del Monte Fresh Produce Company

December 12, 1996

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

600002028946--2
-12/13/96--01073--005
*****122.50 *****122.50

Re: Del Monte Fresh Produce (Florida) Inc.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation of the above company, as well as our check number 110245 in the amount of \$122.50 to cover the following:

Filing Fee	\$35.00
Designation of Registered Agent	\$35.00
Certified Copy of Articles	<u>\$52.50</u>
	\$122.50

I am also enclosing a Federal Express envelope and airway bill so you can return the Certified Copy to us.

Sincerely yours,

Ann Zugarramurdi

Ann Zugarramurdi
Legal Assistant

cc: B. Jordan

Ann GAVE

AUTHORIZATION BY PHONE TO

CO. SAMES AS

DATE 12/16/96

DO. EXAM BSB

DEC 16 1996

W 96-2633

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
DEL MONTE FRESH PRODUCE (FLORIDA) INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE ONE
NAME

The name of the Corporation shall be Del Monte Fresh Produce (Florida) Inc.

ARTICLE TWO
PRINCIPAL OFFICES

The principal place of business of this corporation shall be 800 Douglas Road, Coral Gables, FL 33134.

The mailing address shall be P.O. Box 149222, Coral Gables, FL 33114.

ARTICLE THREE
CAPITAL STOCK

The number of shares of stock that the Corporation has authority to issue is five hundred 500 shares, all of which shall be common shares with a par value of One Dollar (\$1.00) per share.

ARTICLE FOUR
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities

of the Corporation convertible into or carrying a right to
subscribe to or acquire any unissued or treasury shares.

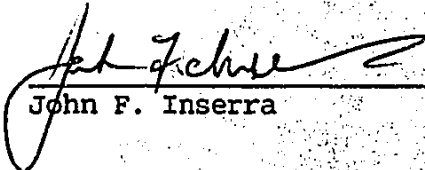
**ARTICLE FIVE
INCORPORATOR**

The name and street address of the incorporator is as
follows:

John F. Inserra

Del Monte Fresh Produce Company
800 Douglas Road, North Tower
Coral Gables, FL 33134

The undersigned has executed these Articles of Incorporation
this 11th day of December, 1996.



John F. Inserra

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

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the state of Florida.

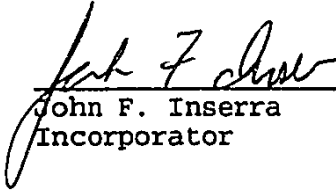
1. The name of the Corporation is **Del Monte Fresh Produce (Florida) Inc.**

2. The name and address of the registered agent and office of the Corporation is:

Bruce A. Jordan

Del Monte Fresh Produce Company
800 Douglas Road, North Tower
Coral Gables, FL 33134

Date: December 11, 1996


John F. Inserra
Incorporator

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: December 11, 1996


Bruce A. Jordan

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA