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TRANSMITTED LETTER

March 20, 1997

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TO: Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: North America Produce Company.

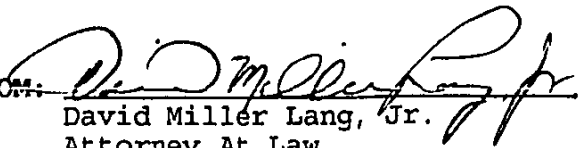
Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide a certificate of status and a certified copy of these Articles.

A check for \$131.25 is enclosed. This represents payment for:

Filing Fees for Articles of Incorporation	\$35.00
Designation of an Acceptance by a Registered Agent	\$35.00
Certified copy of Articles of Incorporation	\$52.50
Certificate of Status	\$8.75

FROM: 
David Miller Lang, Jr.
Attorney At Law
P.O. Box 51
Trenton, Florida 32693
(352) 463-7800

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

NORTH AMERICA PRODUCE COMPANY

ARTICLE I. CORPORATE NAME.

The name of this Corporation is North America Produce Company.

ARTICLE II. PRINCIPAL OFFICE.

The initial principal place of business and mailing address of this Corporation are 9760 S.E. Santa Fe Ave., Trenton, Florida 32693.

ARTICLE III. CAPITOL STOCK.

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share. All of said stock shall be payable in cash, property, labor or services at a just value to be fixed by the Board of Directors at a meeting called for that purpose. Any and all shares issued for which the consideration has been paid, shall be non-assessable and shall not be liable to any further call or assessment thereon.

ARTICLE IV. THE INITIAL REGISTERED AGENT AND OFFICE.

The street address of the Corporation's initial registered office is 9760 S.E. Santa Fe Ave., Trenton, Florida 32693; and

Prepared by :
David Miller Lang, Jr.
Attorney at Law
Post Office Box 51
Trenton, Florida 32693
(352) 463-7800
Florida Bar No. 023541

the name of the Corporation's initial registered agent at that office is Larry F. Grant.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE V. INCORPORATOR.

The name and street address of the Incorporator of these Articles of Incorporation is Larry F. Grant, whose street and mailing address is 2255 N.W. 5th Place, Gainesville, Florida 32603.

ARTICLE VI. THE NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE VII. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE VIII. BOARD OF DIRECTORS.

This Corporation shall have four Directors initially. The number of Directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one.

ARTICLE IX. INITIAL DIRECTORS.

The names of the Initial Directors of this Corporation and their street addresses are:

Larry F. Grant
2255 N.W. 5th Place
Gainesville, Florida 32603

Doug Houston
RR 3 Princeton
Ont., Canada NOJ1V0

Joe Kuepfer
10505 W. Laurel Road
London, Kentucky 40744

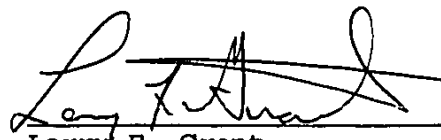
Charlie Vandenberg
P.O. Box 688
Bright's Grove
Ont., Canada N0N1C0

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on February __, 1997.


Larry F. Grant
Incorporator

STATE OF FLORIDA
COUNTY OF GILCHRIST

The foregoing instrument was acknowledged before me by Larry F. Grant, to me known to be the person described as Incorporator, who identified this instrument as Articles of Incorporation of North America Produce Company, and who signed the instrument willingly, and acknowledged before me that he subscribed to these Articles of Incorporation on February 25th, 1997.

Dorothy V. Cuesta
Notary Public
State of Florida at Large
Printed Name: DOROTHY V. CUESTA
Commission Number: CC 463500
Commission Expires: 27th MAY 1999



DOROTHY V CUESTA
My Commission CC463500
Expires May 27, 1999
Bonded by HAI
800-422-1555

**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT
FOR A FLORIDA CORPORATION**

Pursuant to the provisions of Florida Statutes 607.0501, 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.

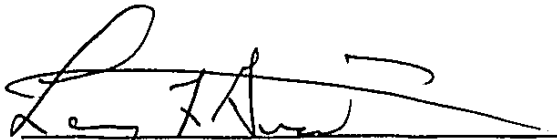
1. The name of the corporation is North America Produce Company.
2. The name of the registered agent is Larry F. Grant.
3. The address of the principle office is 2255 N.W. 5th Place, Gainesville, Florida 32603. The address of the registered office is 9760 S.E. Santa Fe Avenue, Trenton, Florida 32693.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

Date: _____

2/25/97



Larry F. Grant

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA