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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

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EFFECTIVE DATE
4-2-97

NAME: HERRERA PRODUCE, INC.

AUDIT NUMBER.....H97000005596

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE
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H 97000005596
ARTICLES OF INCORPORATION

OF

Herrera Produce, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber of these Articles of Incorporation, a natural person, competent to contract, and desiring to form a Corporation under the laws of the State of Florida, hereby certify as follows:

ARTICLE I

The name of the Corporation is: Herrera Produce, Inc.

ARTICLE II

This corporation shall have perpetual existence beginning on: April 2, 1997

ARTICLE III

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The maximum number of shares of stock which the corporation is authorized to have outstanding at any time shall be 100 shares of common stock, with a par value of \$1.00 per share.

ARTICLE V

The street of the initial registered and principal office of this corporation shall be:

2307 Douglas Road, Suite # 302
Miami, Florida 33145

or at such other places as may later be designated by the Board of Directors, with branch offices in such other cities, towns, states or countries as may from time to time be authorized by its Board of Directors.

Robert A. Ortega
Ortega and Company, P.A.
2307 Douglas Road # 302
Miami, FL 33145
Ph # (305) 441-1400

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ARTICLE VI

The name of the initial registered agent of this corporation shall be:

Robert A. Ortega

whose address shall be the address of the registered office of this corporation.

ARTICLE VII

The business of this corporation shall be conducted by a Board of Directors which shall consist of not less than 1 and no more than 3 as shall from time to time be designated in the By-Laws of this corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

ARTICLE VIII

The name and street addresses of the first Board of Directors who subject to the provisions of these Articles of Incorporation, the By-Laws of this corporation, and the Laws of the State of Florida, shall hold office for the first year of corporate existence or until their successors are elected and are duly qualified are:

NAMES	DIRECTORS	ADDRESS
Jose F. Herrera	President	1202 N.W. 31st Ave., Miami, Fl 33125
Jose A. Fernandez	Secretary	1202 N.W. 31st Ave., Miami, Fl 33125

ARTICLE IX

The name and street addresses of each incorporator of this corporation is:

Jose F. Herrera	President	1202 N.W. 31st Ave., Miami, Fl 33125
Jose A. Fernandez	Secretary	1202 N.W. 31st Ave., Miami, Fl 33125

ARTICLE X

The By-Laws of this corporation may be created, amended or changed by either the stockholders or the Directors at any regular or duly scheduled special meeting.

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ARTICLE XI

This corporation shall have in addition to a President, a Vice-President, Secretary and Treasurer, such other additional officer as may be created from time to time, by and under authorization of its By-Laws. A failure to elect a President, a Secretary or a Treasurer shall not affect the existence of the corporation.

ARTICLE XII

All officers, agents and factors shall be chosen in such manner, hold their offices, for such terms and have such power and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any two or more offices may be held by the same person.

ARTICLE XIII

Every person who now is or hereafter shall become a Director of this Corporation, shall be indemnified by the corporation against all costs and expenses (including attorney's fees) here after reasonably incurred by or imposed upon him in connection with or resulting from any action, suit or proceeding of whatever nature, to which he is or shall be made a party by reason of his being or having a Director of the corporation (whether or not he is a Director of the Corporation at the time he is made a party to such action, suit, or proceeding, or at the time such cost or expense is incurred by or imposed upon him).

However, an exception is made to the above in relation to matters as to which he shall be finally adjusted in such actions, suit, or proceeding to have been derelict in the performance of the duties imposed on him as such Directors.

The right of indemnification herein provided shall not be exclusive of the other rights to which any such persons may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledge these ARTICLES OF INCORPORATION this 2nd day of April, 1997.


Subscriber

Subscriber

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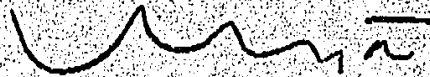
STATE OF FLORIDA)
) SS
COUNTY OF DADE)

I, HEREBY CERTIFY that on the 2nd day of April, 1997, personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgements:

Jose F. Herrera

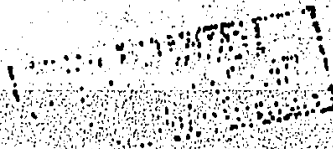
to me well known and known to me the person who executed the foregoing Articles of Incorporation, and acknowledge that he signed and executed the same for the uses and purposes herein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, County of Dade, State of Florida, the day and year above written.



Notary Public, State of Florida

My Commission expires:



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

In pursuance of Chapter 48.091 Florida Statutes the following is submitted in compliance with said Act: That Herrera Produce, Inc. Desiring to organize under the Laws of the State of Florida and with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida has named Robert A. Ortega of 2307 Douglas Road, Suite # 302, Miami, Florida, County of Dade accept services of process within this State.

ACKNOWLEDGEMENT

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


 Registered Agent

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 TALLAHASSEE, FLORIDA