

P97000044107

TRANSMITTAL LETTER

April 11, 1997

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

200002141952--6
-04/14/97--01055--006
****122.50 ****122.50

Subject: S.P. ENTERPRISES, INC.

Dear Sir or Madame:

Please find enclosed an original and one (1) copy of
incorporation and check for \$122.50 for filing.

FROM: GLORIA SALOM
815 North Shore Drive
Miami Beach, Florida 33141
(305) 892-0060

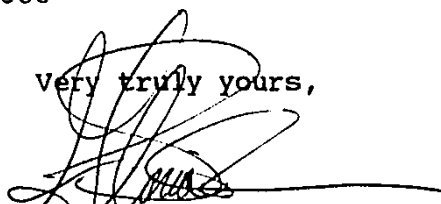
EFFECTIVE DATE
4-11-97

TALLAHASSEE, FLORIDA

97 APR 14 PM 1:55

FILE

Very truly yours,


Gloria Salom

APR 16 1:35B

W97-8793



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 16, 1997

GLORIA SALOM
815 NORTH SHORE DRIVE
MIAMI BEACH, FL 33141

SUBJECT: S.P. ENTERPRISES, INC.
Ref. Number: W97000008793

We have received your document for S.P. ENTERPRISES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 897A00019156

ARTICLES OF INCORPORATION

OF

INTERNATIONAL PRODUCE, INC.

FILED

97 APR 14 PM 1:55

TALLAHASSEE FLORIDA

EFFECTIVE DATE

4-11-97

I, the undersigned incorporator of this corporation, under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation is: **INTERNATIONAL PRODUCE, INC.** The principal place of business of this corporation shall be at **1440 John F. Kennedy Causeway, Suite 416, North Bay Village, Florida 33141.**

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock of Five (\$5.00) Dollar par value.

ARTICLE IV

CAPITALIZATION

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

ARTICLE V
VOTING

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI
DURATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgement of these Articles of Incorporation.

ARTICLE VII
DIRECTORS

The number of directors of the corporation shall not be less than two or more than ten, as voted upon by the shareholders of the corporation.

The names and addresses of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
GLORIA SALOM	815 North Shore Drive Miami Beach, FL 33141
HAROLD PLOTKIN	20502 Amie Street Torrance, CA 90503

ARTICLE VIII
OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

NAME

ADDRESS

GLORIA SALOM
President / Tresurer

815 N. Shore Drive
Miami Beach, FL 33141

HAROLD PLOTKIN
V. President / Secretary

20502 Amie Street
Torrance, CA 90503

ARTICLE IX
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X
TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE XI
INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is **Gloria Salom, 1440 John F. Kennedy Causeway, Suite 416, North Bay Village, Florida 33141.**

ARTICLE XII
SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation is:

NAME

GLORIA SALOM

ADDRESS

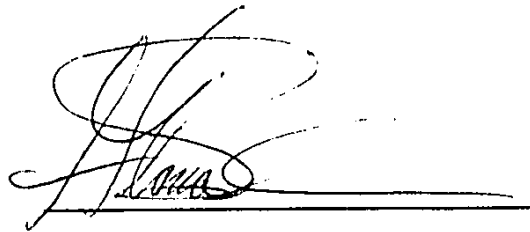
**815 North Shore Drive
Miami Beach, Florida 33141**

ARTICLE XIII
INDEMNIFICATION

The subscriber, along with the officers and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such a proceeding.

Dated this 11 day of *April*, 1997.

A handwritten signature in dark ink, appearing to read 'Gloria Salom', is written over a horizontal line.

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

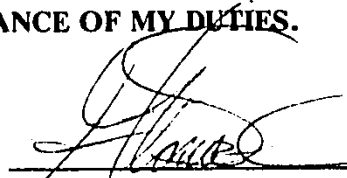
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST -- THAT INTERNATIONAL PRODUCE, INC., DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS LOCATED AT 1440 JOHN F. KENNEDY
CAUSEWAY, SUITE 416, NORTH BAY VILLAGE, FLORIDA, 33141, AND HEREBY
NAMES GLORIA SALOM, 815 NORTH SHORE DRIVE, MIAMI BEACH, FLORIDA
33141, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF
FLORIDA.



GLORIA SALOM

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



GLORIA SALOM

REGISTERED AGENT

DATED: April 11, 1997

STATE OF FLORIDA)
COUNTY OF DADE)SS:

BEFORE ME, the undersigned Notary Public, personally appeared *GLORIA SALOM*, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me, that *she* made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at *Miami*,
Dade County, Florida, this 11 day of *April*, 1997.

Maricela P. Ramirez
Notary Public, State of Florida

My Commission Expires: