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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

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FAX #: (305)541-3770

NAME: ECUADORIAN FRUIT CORPORATION

AUDIT NUMBER.....H97000008657

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

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is

Ecuadorian Fruit Corporation

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the business of Import & Export.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

Prepared by:  
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EMPIRE CORPORATE KIT

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ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 100        Such shares shall be of a single class, and shall be 5.00 par value.

ARTICLE FIVE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferrable only to natural persons

ARTICLE SIX

No stockholder shall have the right to sell, assign, pledge, transfer, devise, 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.

ARTICLE SEVEN

The street address of the initial principal office of the corporation is 5305 S.W. 149th Place, Miami, FL 33185

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ARTICLE EIGHT

The number of directors constituting the initial board of directors of the corporation is two. The name and address of each person who is to serve as a member of the initial board of directors is:

NAME	ADDRESS
Christian F. Garaycoa	5305 S.W. 149th Place, Miami, FL 33185
Christian D. Garaycoa	5305 S.W. 149th Place, Miami, FL 33185

ARTICLE NINE

A unanimous vote of directors for effective director action is required at all directors meetings.

ARTICLE TEN

The name and address of each incorporator is:

NAME	ADDRESS
Christian D. Garaycoa	5305 S.W. 149th Place, Miami, FL 33185

Executed by the undersigned at Dade County, Miami, FL,  
on May 27, 1997.

Christian Garaycoa

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CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the  
following is submitted, in compliance with said Act:

First-That Ecuadorian Fruit Corporation  
desiring to organize under the laws of the State of Florida  
with its principal office, as indicated in the articles of  
incorporation at the City of Miami, County of Dade,  
State of Florida has named Christian D. Garaycoa  
located at 5305 S.W. 149th Place  
City of Miami County of Dade  
State of Florida, as its agent to accept service of process  
within this State.

ACKNOWLEDGMENT:

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

By

*Christian Garaycoa*

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