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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 487535 4728359

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 6, 1997

ORDER TIME : 11:25 AM

ORDER NO. : 487535-020

CUSTOMER NO: 4728359

CUSTOMER: Barbara Rowe, Legal Assistant
BUSH ROSS GARDNER WARREN &
RUDY
220 South Franklin Street

Tampa, FL 33602

DOMESTIC FILING

NAME: EUROFRUIT HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS: _____

FILED
97 AUG - 6 PM 1:51
TALLAHASSEE, FLORIDA

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****490.00 ****122.50

RECEIVED
97 AUG - 6 PM 12:17
DIVISION OF CORPORATION

SN AUG - 6 1997.

8/5/97

ARTICLES OF INCORPORATION
OF
EUROFRUIT HOLDINGS, INC.

FILED

97 AUG -6 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is EUROFRUIT HOLDINGS, INC. and its principal office and mailing address is 10316 Kingfisher, West, Bradenton, Florida 34209.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on August 5, 1997.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 50,000,000 shares of common stock, each with a par value of \$0.01 and 5,000,000 shares of preferred stock, each with a par value of \$0.20. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the initial registered agent of the corporation at such address is John N. Giordano.

ARTICLE VI

Incorporator

The name and address of the corporation's incorporators are:

Name

Address

Herbert W. Fiss

10316 Kingfisher, West
Bradenton, Florida 34209

ARTICLE VII

By-Laws

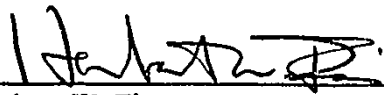
The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE VIII

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 5th day of ~~June~~^{August} 1997.



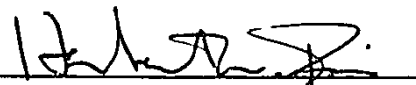
Herbert W. Fiss

125413.01

**CERTIFICATE DESIGNATING
REGISTERED AGENT**


Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, EUROFRUIT HOLDINGS, INC., desiring to organize under the laws of the State of Florida, hereby designates John N. Giordano, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

EUROFRUIT HOLDINGS, INC.

By 
Herbert W. Fiss, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.


John N. Giordano

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STATE
TREASURER, FLORIDA

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