P97000074850

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 512082 156544A

AUTHORIZATION :

COST LIMIT : $ PPD

ORDER DATE : August 28, 1997

ORDER TIME : 9:40 AM

ORDER NO. : 512082-005

CUSTOMER NO: 156544A

CUSTOMER: Ms. Roxanne M. Tovar
TUMPSON & CHARCHAT P.A.

848 Brickell Avenue
Suite 400
Miami, FL 33131

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****122.50 ****122.50

FILED
97 AUG 28 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: IMPORT & EXPORT FRUIT CORPORATION

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: Christopher Smith

EXAMINER'S INITIALS:

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SN AUG 28 1997

ARTICLES OF INCORPORATION

OF

IMPORT & EXPORT FRUIT CORPORATION

ARTICLE I
NAME

The name of this corporation is IMPORT & EXPORT FRUIT CORPORATION.

ARTICLE II
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business, including, but not limited to, the purpose of engaging in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
CAPITAL STOCK

The corporation is authorized to issue 20,000 shares of common stock, each at $0.10 par value.

ARTICLE IV
POWERS

The corporation shall have all of the powers permitted to a corporation incorporated under the laws of the State of Florida and all powers necessary or desirable to carry out its purpose as set forth herein.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address is:

Steven M. Charchat, Esq.
Tumpson & Charchat, P.A.
848 Brickell Avenue, Suite 400
Miami, Florida 33131

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Rafael Alberto Vazquez B.
c/o 848 Brickell Avenue, Suite 400
Miami, Florida 33131

ARTICLE VII
INCORPORATOR

The names and addresses of the persons signing these Articles are:

Rafael Alberto Vazquez B.
c/o 848 Brickell Avenue, Suite 400
Miami, Florida 33131

ARTICLE VIII
INDEMNIFICATION

The corporation will indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE IX
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and in the shareholders.

ARTICLE X
MAILING ADDRESS OF CORPORATION

The mailing address of the initial principal office of the corporation shall be:

c/o 848 Brickell Avenue, Suite 400
Miami, Florida 33131

ARTICLE XI
CORPORATE EXISTENCE AND DURATION

The existence of this corporation shall commence on the date of filing of these Articles, and the duration of this corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 22 day of August, 1997.

Rafael Alberto Vazquez B., Incorporator
and Initial Director

Acceptance of Registered Agent

Having been named as registered agent I agree to accept service of process for the above stated corporation at the place designated in this certificate, 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.

Steven M. Charchat, Registered Agent

8/25/97
Date

FILED
97 AUG 28 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA