

GREENBERG
ATTORNEYS AT LAW
TRAURIG

PA7000086277

Joan Burton Jensen
(305) 579-0764

October 1, 1997

VIA UPS OVERNIGHT

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Bounty Fresh, Inc.

500002310155-- 8
-10/02/97--01088--004
****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find two originals and one copies of the executed Articles of Incorporation for filing with your office. Also enclosed is check no. 566 in the amount of \$122.50 to cover filing fees and certified copy fee.

Please forward the certified Articles of Incorporation (one original and one copy) to my attention at Greenberg, Traurig, Hoffman, Lipoff, Rosen & Quentel, P.A., 1221 Brickell Avenue, Miami, FL 33131.

Thank you for your assistance in this matter. Should you have any questions or need additional information, please do not hesitate to contact me at the above number.

Sincerely,


Joan Burton Jensen

JBj/cln

Enclosures

619.
W97-22677

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -7 AM 9:28

10/7/97

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DIVISION OF CORPORATIONS
97 OCT -7 AM 9:28

Joan Burton Jensen
(305) 579-0764

October 3, 1997

VIA OVERNIGHT COURIER

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Attn: Claritha Golden

Re: Bounty Fresh, Inc.
Your Ref. # W97000022677

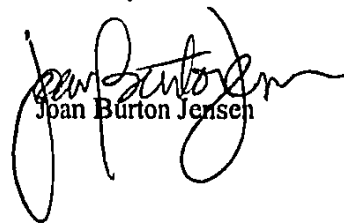
Dear Ms. Golden:

Enclosed please find two originals and one copies of the executed Articles of Incorporation for filing with your office. This documents had been previously sent to you on October 1, 1997 incomplete. You already have the filing fee of \$122.50 on account under the above reference.

Please forward the certified Articles of Incorporation (one original and one copy) to my attention at Greenberg, Traurig, Hoffman, Lipoff, Rosen & Quentel, P.A., 1221 Brickell Avenue, Miami, FL 33131.

Thank you for your assistance in this matter. Should you have any questions or need additional information, please do not hesitate to contact me at the above number.

Sincerely,


Joan Burton Jensen

JBj/cln

Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -7 AM 9:28

October 3, 1997

GREENBER, TRAURIG, ET. AL.
ATTN: JOAN BURTON JENSEN
1221 BRICKELL AVENUE
MIAMI, FL 33131

SUBJECT: BOUNTY FRESH, INC.
Ref. Number: W97000022677

We have received your document for BOUNTY FRESH, INC.. However, the document has not been filed and is being returned for the following:

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 497A00048734

**ARTICLES OF INCORPORATION
OF**

BOUNTY FRESH, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -7 AM 9:28

ARTICLE I

The name of the corporation is BOUNTY FRESH, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 95 Merrick Way, Suite 518, Coral Gables, Florida 33134.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty (50) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office 95 Merrick Way, Suite 518, City of Coral Gables, County of Dade, State of Florida 33134 and the name of its initial registered agent at such office is Trond S. Jensen.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two (2), and the

names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified are:

Trond S. Jensen
95 Merrick Way, Suite 518
Coral Gables, Florida 33134

Michael Story
95 Merrick Way, Suite 518
Coral Gables, Florida 33134

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ARTICLE VII

The name of the Incorporator is Joan Burton Jensen and the address of the Incorporator is 1221 Brickell Avenue, Suite 2200, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 30th day of September, 1997.


Joan Burton Jensen, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of BOUNTY FRESH, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Trond S. Jensen


Registered Agent

Dated: September 30th, 1997