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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: JOSEPH C. RODRIGUEZ *Kara*

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: PIONEER FARMS, INC.

AUDIT NUMBER.....H97000016910

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

CERT. OF STATUS..1

PAGES..... 4

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Pioneer Farms, Inc.

Article II. Address

The mailing address of the Corporation is:
Pioneer Farms, Inc..
218 Datura Street, 18th Floor
West Palm Beach FL 33401 Palm Beach County

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Manuel Farach
218 Datura Street, 18th Floor
West Palm Beach FL 33401

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Manuel Farach

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
1210 Washington Avenue • Suite 230
Miami Beach FL 33139
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:
Corporate Creations International Inc.
1210 Washington Avenue • Suite 230
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on October 10, 1997.

The undersigned incorporator executed these Articles of Incorporation on October 10, 1997:



CORPORATE CREATIONS INTERNATIONAL INC.
Kara O'Donnell Vice President

Corporate Creations International Inc.
1210 Washington Avenue • Suite 230
Miami Beach FL 33139
(305) 672-0880

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Pioneer Farms, Inc.

REGISTERED AGENT/OFFICE:

Manuel Farach

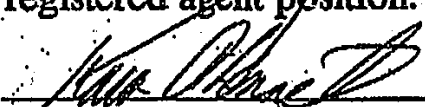
**218 Datura Street, 18th Floor
West Palm Beach FL 33401**

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


MANUEL FARACH

Kara O'Donnell as attorney-in-fact

Date: October 10, 1997

Corporate Creations International Inc.
1210 Washington Avenue • Suite 230
Miami Beach FL 33139
(305) 672-0666

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