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DEBRA M. RUBIN  
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AREA CODE 305

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November 4, 1997

Division of Corporations  
Secretary of State, State of Florida  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED STATE  
SECRETARY OF CORPORATIONS  
97 NOV 19 AM 9:59

Re: Pinnacle Farms, Inc.

Dear Sir or Madame:

Enclosed please find the original and one copy each of the Articles of Incorporation including Certificate of Registered Agent for the above referenced corporation.

Also enclosed, please find my check in the amount of \$175.00. Said check represents the filing fee of \$35.00, registered agent fee of \$35.00, certified copy of the Articles of Incorporation \$52.50 and certified copy of the Certificate Designating Registered Agent \$52.50.

If the enclosed meet with your approval, kindly return the certified copy of the Articles and Certificate Designating Registered Agent in the enclosed self addressed stamped envelope which has been provided for your convenience.

Thank you very much for your help in this matter. Please do not hesitate to contact me in the event you have any questions or need any additional information.

Very truly yours,

  
DEBRA M. RUBIN

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION  
OF  
PINNACLE FARMS, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the Laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be: PINNACLE FARMS, INC.

The address of the principal office of this corporation shall be 1800 N.W. 89 Place, Miami, FL 33172, and the mailing address shall be the same.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, including but not limited to distribution of fresh cut flowers.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$.01 par value per share. All of the aforementioned stock shall be issued as fully paid for and exempt from assessment. The capital stock may be paid for in property, labor, services or money and if it be money, it shall be issued for such consideration as the directors may fix at their first meeting or any other competently organized meeting of the directors when the question of the issuance of the stock and the consideration therefore is competently brought before such meeting; provided, however, that if the consideration for the issuance of stock is property, labor services of an exchange

of the stock for property other than money, then such stock may not be issued unless the Board of Directors, in authorizing such issuance, finds it to be the fact that the value of the property, labor or services which constitute the consideration for the issuance of such stock, or which is the consideration moving to the corporation in exchange for the issuance of stock has a then fair market value or cost of not less than a figure which together with the sums received for stock issued for cash, is the equivalent of not less than \$100.00 which is the minimum amount of capital with which the corporation may begin business. Subject to the provisions aforementioned, property, labor, services, may also be purchased or paid for with the capital stock at a just valuation of said property, labor or service, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock and purchases shall be on such basis and for such consideration and the issuance of so much of its capital stock as the directors of the company may decide.

#### **ARTICLE IV. CAPITAL**

The amount of capital with which the corporation may begin business will be not less than One Hundred Dollars (\$100.00).

#### **ARTICLE V. ADDRESS**

The street address of the initial principal office of the corporation shall be 1800 N.W. 89 Place, Miami, FL 33172, and the name of the initial registered agent of the corporation shall be DEBRA M. RUBIN, ESQ., located at 420 So. Dixie Highway, Suite #4B, Coral Gables, FL 33146.

## **ARTICLE VI. TERM OF EXISTENCE**

This corporation is to exist perpetually.

## **ARTICLE VII. DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation.

The said directors and said officers just hereinabove named shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed or until their successors, respectively, shall have qualified; provided, however, that nothing herein contained shall be construed as prohibiting the directors of the corporation from filling vacancies in the Board or from filling vacancies in the offices caused by the resignations of directors or officers.

The directors of this corporation are given the power, by the affirmative vote of a majority of the number of directors then constituting the Board, to adopt By-Laws for the government of the corporation. Nothing herein contained shall be construed as being inconsistent with the inclusion in the By-Laws of any legal provisions relating to the manner and method by which By-Laws, once adopted by the director, may thenceforth be amended.

This corporation shall have the following director(s), initially. The names and street addresses of the initial members of the Board of Directors are:

**HERNANDO CAICEDO - 1800 N.W. 89 Place, Miami, FL 33172.**

#### **ARTICLE VIII. OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

CHAIRMAN: HERNANDO CAICEDO - 1800 N.W. 89 Place, Miami, FL 33172.

PRESIDENT: JUAN MARIO FERNANDEZ - 1800 N.W. 89 Place, Miami, FL 33172.

SECRETARY: RICARDO PORRAS

TREASURER: MARTINA WILLIAMS

#### **ARTICLE IX. INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

DEBRA M. RUBIN, ESQ., 420 So. Dixie Highway, Suite #4B, Coral Gables, FL 33146.

#### **ARTICLE X. STOCKHOLDERS**

The stockholders of this corporation may divide themselves into groups for the purpose of obtaining unit control in the corporation and when any agreement is made between stockholders owning at least eighty (80%) of the stock then outstanding in the corporation, such agreement shall be binding upon the corporation, shall be recognized by the directors and shall be observed by the officers and agents of the company, and particularly, the stockholders are authorized to include in such agreements entered into between themselves, provisions which will confer upon the individual groups the power to elect certain numbers of directors and, in particular, stockholders may include in agreements between themselves the following as valid matters of agreement, to-wit:

- (1). The manner and method in which and the persons by whom the Directors may be elected;
- (2). The limitation upon the transferability or assignment of the stock;
- (3). The conferring or pre-emptive rights of purchase upon the stockholders;

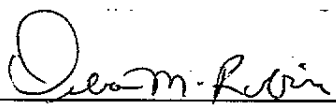
(4). The making of By-Laws and rules for holding meetings and what constitutes a quorum therefore;

(5). Any matters related to effectuating the purposes included in any of the foregoing matters.

Agreement between stockholders shall continue binding upon the corporation until there is filed with the President and Secretary of the corporation, in duplicate, a written instrument signed by the persons who originally created such stockholder's agreements (or their successors in ownership, proving such succession in ownership shall have been accomplished in accordance with the terms of the stockholder's agreement) consenting to the revocation and cancellation of the agreements among the stockholders.

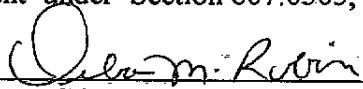
Cumulative voting may be permitted by the terms of the By-Laws.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set his hand and seal on this 14th day of November, 1997.

 (SEAL)  
DEBRA M. RUBIN, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF  
INCORPORATION OF PINNACLE FARMS, INC.**

DEBRA M. RUBIN having a business office located at 420 So. Dixie Highway, Suite #4B, Coral Gables, Florida 33146, having been designated as the Registered Agent in the above Articles of Incorporation of **PINNACLE FARMS, INC.**, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
DEBRA M. RUBIN

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
97 NOV 19 AM 10:00