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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0839

ACCT#: 071001002335

FAX #: (305) 716-0346

NAME: P & P PACKING COMPANY, INC.

AUDIT NUMBER.....H97000019864

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

CERT. OF STATUS..1

PAGES..... 3

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 3, 1997

FAS-T CORP AGENTS INC

SUBJECT: P & P PACKING COMPANY, INC.
REF: W97000026933

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

YOU MUST LIST ONLY ONE CORPORATE SUFFIX.

If you have any further questions concerning your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION
OF
P & P PACKING COMPANY

THE UNDESIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I NAME

THE NAME OF THE CORPORATION WILL BE: P & P PACKING COMPANY
THE PRINCIPLE PLACE OF BUSINESS OF THIS CORPORATION WILL BE: THE STATE OF FLORIDA AND ALL THE UNITED STATES: 7313 NW 61 STREET
MIAMI, FL 33166

ARTICLE II NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE IN OR TRANSACT ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA OR ANY OTHER STATES, COUNTRY, TERRITORY, OR NATION.

ARTICLE III CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK AND IT'S VALUE THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANYONE TIME IS: ONE HUNDRED SHARES OF COMMON STOCK WITH PER VALUE OF THE (\$10.00) DOLLARS PER SHARE, ALL OF THE STOCK WILL BE PAYABLE IN CASH, REAL OR PERSONAL PROPERTY, OR LABORS, OR SERVICES IN LIEU OF CASH VALUATION OF ANY OF THE ABOVE TO BE FIXED BY THE BOARD OF DIRECTORS OF THIS CORPORATION.

ARTICLE IV TERM OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY.

Prepared by: J & C Accounting Services, Inc.
1550 SW 1er Street, Ste. # 10
Miami, FL 33135
(305) 643-6639

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ARTICLE V OFFICERS DIRECTORS

THE NAME(S) AND STREET ADDRESS(E) OF THE INITIAL OFFICER(S) AND DIRECTOR(S), IF ANY, WHO WILL HOLD OFFICE THE FIRST YEAR OF THE CORPORATION'S EXISTENCE UNTIL THEIR SUCCESSOR(S) IS/ARE ELECTED, IS/ARE:

PEDRO CANOVAS -PRESIDENT
275 NW 72 AV. APT. #11
MIAMI, FL 33126

PEDRO J. CANOVAS -VICE-PRESIDENT
JORGE G CANOVAS -VICE-PRESIDENT
42 NW 21 AVENUE
MIAMI, FL 33125

ARTICLE VI INCORPORATOR(S)

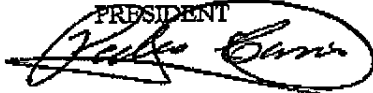
THE NAME(S) AND STREET ADDRESS (E'S) OF THE CORPORATOR(S) TO THIS ARTICLES OF INCORPORATION IS/ARE:

PEDRO CANOVAS -PRESIDENT
275 NW 72 AV. APT. #11
MIAMI, FL 33126

PEDRO J. CANOVAS -VICE-PRESIDENT
JORGE G. CANOVAS -VICE-PRESIDENT
42 NW 21 AVENUE
MIAMI, FL 33125

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR(S) HAS/HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 18TH OF SEPTEMBER, 1997.

PEDRO CANOVAS
PRESIDENT



PEDRO J. CANOVAS
VICE-PRESIDENT



JORGE G. CANOVAS
VICE-PRESIDENT



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

P&P PACKING COMPANY

2. The name and address of the registered agent and office is:

J&C ACCOUNTING SERVICES, INC.
: 275 NW 72 AV. APT #11

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FL 33126

(CITY/STATE/ZIP)

SIGNATURE



TITLE

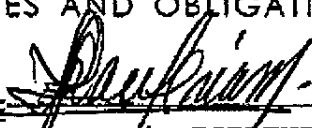
PRESIDENT

DATE

NOVEMBER 28/1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE


LUIS FRIAS V/PRESIDENT
NOVEMBER 28/1997

DATE

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