



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 636422 10295A

AUTHORIZATION :

Patricia Pujat

COST LIMIT : \$ 122.50

ORDER DATE : December 15, 1997

ORDER TIME : 5:35 PM

ORDER NO. : 636422-005

CUSTOMER NO: 10295A

900002372889--3

CUSTOMER: Itzhak Bachar, Esq
ITZHAK BACHAR, P.A.

1 Nationwide Bank Building
633 N.e. 167th St., Ste. 1112
North Miami Bea, FL 33162

DOMESTIC FILING

NAME: FRESH FRUIT & VEGGIES, INC.

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: Andrew Cumper

EXAMINER'S INITIALS:

2544
W97-2807

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 16 AM 8:24

RECEIVED
97 DEC 16 AM 10:05
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 16 AM 8:24

December 16, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: FRESH FRUIT & VEGGIES, INC.
Ref. Number: W97000028017

We have received your document for FRESH FRUIT & VEGGIES, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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: 997A00059051

RESUBMIT

Please give original
submission date as file date.

RECEIVED
98 JAN 14 PM 4:15
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

THE PRODUCE GUYS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 16 AM 8:24

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:

THE PRODUCE GUYS, INC.

The address of the principal office of this Corporation shall be: 3140 Pembroke Road, Hallandale, Florida 33009, 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.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 3140 Pembroke Road, Hallandale, FL 33009, and the name of the initial registered agent of the Corporation at that address is ADRIAN MONTEAGUDO.

ARTICLE V. TERMS OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This Corporation shall have three [3] directors. The name and street address of the initial directors who shall hold office for the first year of the Corporation, or until his successor is elected or appointed is:

Adrian Monteagudo Director/President	3140 Pembroke Road Hallandale, FL 33009
Bill Baughman Director/Vice President	3140 Pembroke Road Hallandale, FL 33009
Demian San Martin Director/Secretary	3140 Pembroke Road Hallandale, FL 33009

ARTICLE VII. PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

ARTICLE VIII. INCORPORATOR

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

Adrian Monteagudo Director/President	3140 Pembroke Road Hallandale, FL 33009
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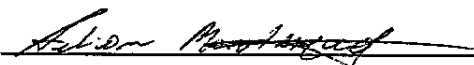
ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Date: January 8, 1998


ADRIAN MONTEAGUDO

IN WITNESS WHEREOF, the undersigned subscribing incorporators have hereunto set their hands and seals on this 12 day of January, 1998.


ADRIAN MONTEAGUDO, Incorporator