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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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LAZARUS CORPORATE FILING SERVICE, INC.
 (Requestor's Name)

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MIAMI, FLORIDA (305)552-5973
 (City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. DEL VALLE PACKERS CORP
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 DIVISION OF CORPORATION

JAN 23 1998

Examiner's Initials

ARTICLES OF INCORPORATION

of

DEL VALLE PACKERS CORP

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, and under the statute of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of incorporating for profit, it is:

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE:

DEL VALLE PACKERS CORP

ARTICLE II

The corporation shall engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock, and which common stock ~~shall be of no par value~~ - (shall have a par value of \$ 1.00 per share).

All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the By-Laws or written agreement amongst the stockholders which shall be on file in the office of the offices of the corporation so named in Article VII herein.

The By-Laws may provide for cumulative voting by stockholders at all elections of the directors of the corporation.

ARTICLE V

The amount of capital with which this corporation may begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address and registered offices of the corporation in the State of Florida shall be 782 N.W 42 AVE STE 430
MIAMI, FL 33126. The Board of Directors may from time to time move the principal offices to any other address within the State of Florida. The registered agent is: Joaquin R. Membiela, Address: 782 NW 42 AVE STE 430
MIAMI, FL 33126.

ARTICLE VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than (2) nor more than (5) directors. A quorum for the holding of a meeting of the Board of Directors, and for the transaction of any business properly carried out by the directors on behalf of the corporation, shall consist of a majority of the members thereof. But, the directors, by unanimous consent in writing, included in the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been completed and authorized at a meeting at which a quorum had been present, and/or such duties may be delegated to an "Executive Committee".

ARTICLE IX

The names and post office addresses of the members of the first Board of Directors and slate of corporate officers are as follows:

<u>NAME:</u>	<u>TITLE</u>	<u>ADDRESS</u>
Marta M. Membiela	President	782 NW 42 AVE STE 430 MIAMI, FL 33126
Joaquin R. Membiela	Secy-Treas	782 NW 42 AVE STE 430 MIAMI, FL 33126

ARTICLE X

The names and post office addresses of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take are as follows:

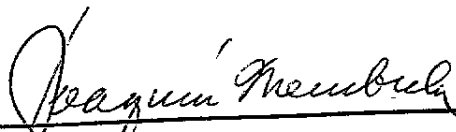
<u>NAME:</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CASH VALUE</u>
Joaquin R. Membiela	782 NW 42 AVE	500	\$ 500.00

ARTICLE XI

The stock of the corporation may be issued pursuant to the provisions under * 1244 of the Internal Revenue Code in order for the stockholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF: We have hereunto set our hands and seals this

21 day of January, 1998.

 (SEAL)
Joaquin R. Membiela

____ (SEAL)

____ (SEAL)


STATE OF FLORIDA:

COUNTY OF DADE

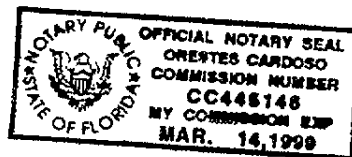
I hereby certify that on this day personally appeared before me, an officer duly authorized to take acknowledgments and administer oaths in the State of Florida, Joaquin R. Membiola

to me well known to be the persons described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS: my hand and official seal this 21 day of January, 1998, at MIAMI, County of DADE, State of Florida.


Notary Public, State of Florida at Large

My Commission Expires: _____



STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

DEL VALLE PACKERS CORP
a corporation organized (or organizing) under the laws of the State of
FLORIDA with in its principal office at
782 NW 42 AVE STE 430 in the city of MIAMI
DADE, County of DADE State of FLORIDA,
has named Joaquín R. Membiela, located at 782 NW 42 AVE STE 430

(Street Address & Number of Bldg., P.O. Box address not acceptable)
City of MIAMI, County of DADE
State of Florida, as its agent to accept service of process within this state.

OFFICERS:

NAME	TITLE	SPECIFIC ADDRESS
<u>Marta M. Membiela</u>	<u>(P)</u>	<u>782 NW 42 AVE STE 430 MIAMI, FL</u>
<u>Joaquín R. Membiela</u>	<u>(S)</u>	<u>782 NW 42 AVE STE 430 MIAMI, FL</u>
<u>Joaquin R. Membiela</u>	<u>(T)</u>	<u>782 NW 42 AVE STE 430 MIAMI, FL</u>
_____	<u>(V)</u>	_____

DIRECTORS:

	SPECIFIC ADDRESS
<u>Marta M. Membiela</u>	<u>782 NW 42 AVE STE 430 MIAMI, FL</u>
<u>Joaquin R. Membiela</u>	<u>782 NW 42 AVE STE 430 MIAMI, FL</u>
_____	_____
_____	_____

By Joaquin Membiela
(Corporate Officer)
Joaquin R. Membiela
Secretary

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by Law.

Filing Fee: \$3.00

Joaquin Membiela
(Resident Agent)
Joaquin R. Membiela

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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