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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

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NAME: C 7 L TROPICAL FOODS, INC.

AUDIT NUMBER.....H98000004029

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

CERT. OF STATUS..0

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. McKnight MAR 02 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 2, 1998

EMPIRE

SUBJECT: C & L TROPICAL FOODS, INC.
REF: W98000004485

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.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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ARTICLES OF INCORPORATION
OF
C & L TROPICAL FOODS, INC.

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98 MAR -2 AM 9:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned does hereby subscribe to, acknowledge and files the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is C & L TROPICAL FOODS, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$10.00 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the board of Directors. The initial capitalization of the corporation shall be in the sum of \$ 500.00.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence on date of filing and shall exist perpetually thereafter unless sooner dissolved according to law.

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Filed By: JORGE L. FORS, P.A., Jorge L. Fors, Esq. FL BAR # 347 647
1108 Ponce de Leon Blvd., Coral Gables, FL 33134 (305) 448-5977

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ARTICLE VI - PREEMPTIVE RIGHTS.

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this Corporation is 5924 Alton Road, Miami Beach, FL 33140 and the name of the initial registered agent of this corporation is Carlos Capote whose address is 5924 Alton Road, Miami Beach, FL 33140.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote determine that the corporation be managed by the shareholders. The name and address of the initial directors of this corporation are:

Carlos Capote, 5924 Alton Road, Miami Beach, FL 33140.

Angel Lucena, 5924 Alton Road, Miami Beach, FL 33140.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:

Carlos Capote, 5924 Alton Road, Miami Beach, FL 33140.

ARTICLE X - INDEMNIFICATION

The corporation may, at its sole discretion, indemnify any officer or director or any former officer or director, to the

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fullest extent permitted by law either now existing or hereafter enacted; however, under no circumstances will the corporation indemnify such officer or director when the corporation itself has brought an action against the officer or director.

ARTICLE XI

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The

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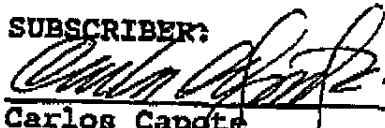
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corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stock holders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27 day of February, 1998.

SUBSCRIBER:


Carlos Capote

STATE OF FLORIDA)

COUNTY OF DADE)

SS


BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared Carlos Capote, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27 day of February, 1998.

My Commission Expires:



Vanna Claire Zuckerman
COMMISSION # CC 478275
EXPIRES JUN 25, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.


Name: Vanna C. Zuckerman
NOTARY PUBLIC,
STATE OF FLORIDA

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Filed By: JORGE L. FORS, P.A., Jorge L. Fors, Esq. FL BAR # 347 647
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MAR-02-1998 09:30

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

C & L TROPICAL FOODS, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT: C & L TROPICAL FOODS, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED CARLOS CAPOTE LOCATED AT 5924 ALTON ROAD, CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE


 Carlos Capote
TITLE INCORPORATORDATE February 27 1998

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

SIGNATURE


 Carlos Capote
DATE February 27 1998

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