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LAW OFFICES

GUSTAVO A. PINES

3301 PONCE DE LEON BLVD.
SUITE 200
CORAL GABLES, FLORIDA 33134

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(305) 446-7493
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March 2, 1998

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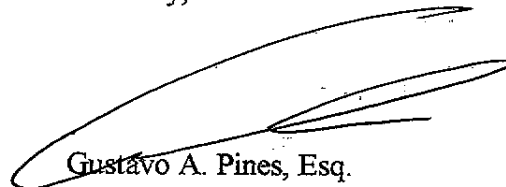
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Dear Sir/Madam:

Please find enclosed the original Articles of Incorporation of America's Groves & Farms, Inc. along with check #1267 in the amount of \$122.50, and a copy of the Articles of Incorporation of America's Groves & Farms, Inc. along with a self-addressed stamped envelope so that a stamped recorded copy could be sent to our office.

Thanking you in advance for your attention.

Sincerely,



Gustavo A. Pines, Esq.

GAP/mb
Enclosures

FILED
98 MAR -3 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-3-5-98

ARTICLES OF INCORPORATION
OF
AMERICA'S GROVES & FARMS, INC.

FILED
MAR - 3 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is: AMERICA'S GROVES & FARMS, INC.

ARTICLE II

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

ARTICLE III

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1,000 shares at a par value of \$1.00 per share. Holders of the common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall not be less than \$1,000.00.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The initial street address of the principal office of the corporation, in the State of Florida is:

c/o GUSTAVO A. PINES, ESQ.
3301 PONCE DE LEON BLVD.
SUITE 200
CORAL GABLES, FL 33134

The board of directors may, from time to time, move the principal office to any other address.

ARTICLE VII

The corporation shall have four director initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the stockholders, but there shall always be at least one director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a director or officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a director or officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be

adjudged that such officer or director is liable to the extent permitted by law.

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

ARTICLE VIII

The name and post office address of the member of the first Board of Directors and the officer who shall hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, is as follows:

DIRECTORS

DR. RICARDO PINES	3301 Ponce De Leon Blvd. Suite PH Coral Gables, FL 33134
EDUARDO PINES	3301 Ponce De Leon Blvd. Suite PH Coral Gables, FL 33134
FRANCISCO PINES	3301 Ponce De Leon Blvd. Suite PH Coral Gables, FL 33134
ELBA ALTUNA DE PINES	3301 Ponce De Leon Blvd. Suite PH Coral Gables, FL 33134
GUSTAVO PINES	3301 Ponce De Leon Blvd. Suite PH Coral Gables, FL 33134

OFFICERS

DR. RICARDO PINES President	3301 Ponce De Leon Blvd. Suite PH Coral Gables, FL 33134
EDUARDO PINES Vice President	3301 Ponce De Leon Blvd. Suite PH Coral Gables, FL 33134
FRANCISCO PINES Vice President	3301 Ponce De Leon Blvd. Suite PH Coral Gables, FL 33134
ELBA ALTUNA DE PINES Secretary	3301 Ponce De Leon Blvd. Suite PH Coral Gables, FL 33134
GUSTAVO A. PINES Treasurer	3301 Ponce De Leon Blvd. Suite PH Coral Gables, FL 33134

ARTICLE IX

This corporation shall designate Gustavo A. Pines, Esq., with offices located at: 3301 Ponce De León Blvd., Suite 200, Coral Gables, Florida 33134 as its duly authorized registered agent to be in charge of the corporate registered office, as required by law.

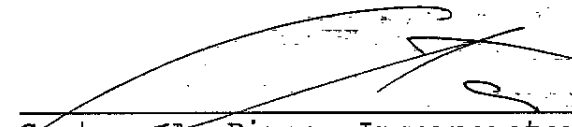
ARTICLE X

The name and the address of the incorporators subscribing to these Articles are: GUSTAVO A. PINES, ESQ., 3301 Ponce De Leon Blvd, Suite 200, Coral Gables, Florida 33134

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has set his hand and seal at Coral Gables, Dade County, Florida, this 2nd day of March, 1998.

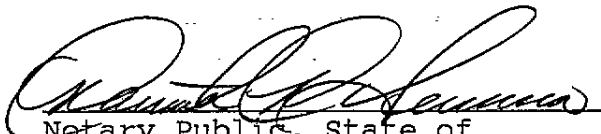


Gustavo A. Pines, Incorporator
3301 Ponce De Leon Blvd.
Suite PH
Coral Gables, Florida, 33134

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, personally appeared before me, a notary public duly authorized to take acknowledgments, Gustavo Pines, to me known to be the person who executed the above and foregoing Articles of Incorporation, for the purpose therein described.

WITNESS my hand and official seal at Coral Gables, Dade County, Florida this 2nd day of March, 1998.


Notary Public, State of
Florida at Large

Marta M. Bencomo
(print name)

My Commission Expires:



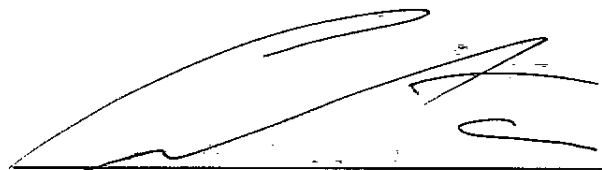
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE
OF FLORIDA, NAMING AN AGENT UPON
WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes the following is submitted:

That AMERICA'S GROVES & FARMS, INC., desiring to qualify under the laws of the State of Florida, has named GUSTAVO A. PINES, ESQ., 3301 Ponce De Leon Blvd, Suite 200, Coral Gables, Florida 33134, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above named corporation, at the place designated in the Articles of Incorporation and 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.

Dated this 2ND day of MARCH, 1998.



GUSTAVO A. PINES, ESQ.

FILED
98 MAR -3 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA