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April 6, 1998

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

200002482162--9

-04/08/98--01021--008

\*\*\*\*122.50 \*\*\*\*122.50

RE.: LUCKY PRODUCE CORP.

Dear Sir/Madam:

Enclosed herewith find original and return copy on the above referenced corporation, and my trust account check No. 1304 in the amount of \$122.50 to cover fees as follows:

Filing fees .....	\$ 35.00
Certify Copy .....	52.50
Registered Agent Designation	35.00
TOTAL .....	\$122.50

Please send this office certify copy.

Thank you for your attention to this matter.

*Pedro P. Llaguno*  
Pedro P. Llaguno

PPL:el  
encls.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 APR -8 AM 8:45

FILED

B. BROCK APR 9 1998

CERTIFICATE OF INCORPORATION

FILED

OF

LUCKY PRODUCE CORP.

98 APR -8 AM 8:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, form a corporation under the laws of the State of Florida.

ARTICLE ONE

NAME

The name of this business corporation shall be:

LUCKY PRODUCE CORP.

ARTICLE TWO

NATURE OF BUSINESS

The general nature of business or businesses to be transacted is: Wholesale and retail sale, import and export, distribution and delivery of produce.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, execute mortgages, transfer of corporate property or other instruments to secure the payments of corporate property indebtedness as required.

This corporation may engage in any activity or business permitted under the laws of the United States of America and laws of the State of Florida, including all of the above, but not limited to same.

ARTICLE THREE

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: UPON ACCEPTANCE BY THE SECRETARY OF STATE.

ARTICLE FOUR

CAPITAL STOCK

A. Designation: The Stock of this corporation shall be known as common stock.

B. AUTHORIZED: The maximum number of shares of common stock that this corporation may issue is: 1000 SHARES

C. Par Value: Each share of common stock shall have a par value

P.V. C.C.

of: TEN (\$10.00) DOLLARS

D. Consideration: Shares of common stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

E. Non-Assessability: Each share of common stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. Voting Rights: Each share of common stock entitles the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.

G. Cumulative Voting: No holder of common stock shall be entitled to any right of cumulative voting.

H. Dividends: Record holders of common stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

I. Liquidation Rights: Holders of common stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets if this corporation remaining after payment of all corporate debts and obligations.

#### ARTICLE FIVE

##### MINIMUM CAPITAL

The amount of capital with which the corporation shall begin shall not be less than: TEN THOUSAND AND 00/100 (\$10,000.00) DOLLARS

#### ARTICLE SIX

##### ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is: 2984 S.W. 3rd. St., Miami, FL 33135.

#### ARTICLE SEVEN

##### NUMBERS OF DIRECTORS

This corporation shall have two Directors initially, although the number of Directors may be increased or diminished from time to time by the stockholders but shall never be less than one.

P.V. C.C.

ARTICLE EIGHT

FIRST BOARD OF DIRECTORS

PRESIDENT/DIRECTOR: PRACEDES VALVERDE - 2984 SW 3rd. St., Miami, FL 33135

SECRETARY/DIRECTOR: CARLOS COREA - 2984 SW 3rd. St., Miami, FL 33135

ARTICLE NINE

SUBSCRIBER ADDRESS

The address of the subscribers of these Articles of Incorporation, the number of shares of stock they agree to take and value of the consideration thereof is:

PRACEDES VALVERDE - 500 SHARES PAR VALUE \$5,000.00

CARLOS COREA - 500 SHARES PAR VALUE \$5,000.00

ARTICLE TEN

AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE ELEVEN

RESIDENT AGENT

The resident agent of this corporation is:

CARLOS COREA - 2984 SW 3rd. St., MIAMI, FL 33135

The corporation may change its resident agent and principal office any time.

IN WITNESS WHEREOF, the undersigned subscriber does make, subscribe, acknowledge and file this Certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.

DATED: APRIL 6, 1998

  
CARLOS COREA

  
PRACEDES VALVERDE

STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared CARLOS COREA, and PRACEDES VALVERDE to me well known and known to me to be the individual described in, and who executed the foregoing Certificate of Incorporation, and who acknowledged before me that the same was executed for the purposes

therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal  
at the city of Miami, County of Dade, State of Florida, this 6<sup>TH</sup> day  
of April, 1998.

Yolanda Ricard  
NOTARY PUBLIC, State of Florida  
Yolanda RICARD  
Printed Name

My Commission Expires:



YOLANDA RICARD  
My Commission CC398861  
Expires Sep. 13, 1998

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted,  
in compliance with said Act.:

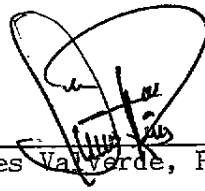
LUCKY PRODUCE CORP.

desiring to organized under the Laws of the STATE OF FLORIDA, with its  
principal office indicated in the Articles of Incorporation, at the City  
of Miami, County of Dade, State of Florida,  
has named:

CARLOS COREA  
2984 SW 3rd. St.  
Miami, Fl. 33135

as its agent to accept service of process within this state.

Dated: April 6, 1998

  
Pracedes Valverde, President

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE ESTATED  
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT  
TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISION OF THE SAID  
ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

Dated: April 6, 1998

  
Carlos Corea, Registered Agent

**FILED**  
98 APR -8 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA