

P9800050147

LAZARUS CORPORATE FILING SERVICE, INC.
 (Requestor's Name)
 3320 S.W. 87th AVENUE
 (Address)
 MIAMI, FLORIDA (305)552-5973
 (City, State, Zip) (Phone #)
 LOCAL REPRESENTATIVE TALLAHASSEE

800002547478--6
 -06/04/98--01048--024
 ****122.50 ****122.50

OFFICE USE ONLY

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

1. PACIFIC NUT PLANTATIONS HOLDING CORP.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

Walk in
 Pick up time 2:00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

RECEIVED
 98 JUN -4 AM 10:47
 DIVISION OF CORPORATION

FILED
 98 JUN -4 PM 1:30
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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

[Handwritten Signature]

Examiner's Initials	
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LAW OFFICES
G. FRANK QUESADA

SUITE 200
1313 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134

TELEPHONE
(305) 446-2517

FACSIMILE
(305) 446-7521

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

RE: Incorporation of Pacific Nut Plantations Holding Corp.

Gentlemen:

Enclosed please find original and one copy of the Articles of Incorporation of the above captioned corporation.

Also enclosed is our check for the following:

Filing Fees	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
	\$122.50

Please certify the enclosed copy of the Charter and return to this office.

Thank you for your usual prompt and courteous attention.

Very truly yours,

G. Frank Quesada

G. Frank Quesada

12/1

Enclosure

FILED

98 JUN -4 PM 1:30

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION
OF
PACIFIC NUT PLANTATIONS HOLDING CORP.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of this corporation shall be:

PACIFIC NUT PLANTATIONS HOLDING CORP.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1325 NW 93rd Court Unit B-102
Miami, Florida 33172

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

300,000 SHARES \$0.02 PAR VALUE

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

G. Frank Quesada, Esq.
1313 Ponce de Leon Boulevard, Suite 200
Coral Gables, Florida 33134

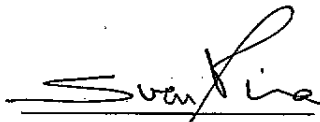
ARTICLE V INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

Sven Erik Pira Pérez
1325 NW 93rd Court, Unit B-102
Miami, Florida 33172

Carlos Antonio Pérez García
1325 NW 93rd Court, Unit B-102
Miami, Florida 33172

The undersigned has executed these Articles of Incorporation this 19 day of May , 1998.

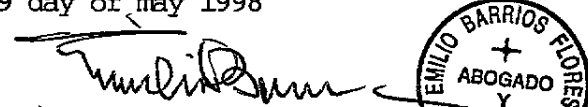


Incorporator
Sven Erik Pira Pérez



Incorporator
Carlos Antonio Pérez García

1) Sworn and suscribed before me, this 19 day of may 1998



2 Emilio Barrios Flores
My comission is for life.



AMERICAN EMBASSY

CONSULAR SECTION

The foregoing instrument was acknowledged before me this _____ day of _____ 1998 by _____, who is personally known to me or who has produced _____ as identification and who did take an oath.

Vice Consul of the United States of America

REPUBLIC OF GUATEMALA
CITY AND DEPARTMENT OF GUATEMALA
EMBASSY OF THE UNITED STATES
OF AMERICA

}
}
} SS:
}
}

I DUKE G. LOKKA

Consul of the United States of America
at Guatemala, Guatemala duly commissioned
and qualified, do hereby certify that

EMILIO BARRIOS FLORES

whose true signature and official seal
are, respectively, subscribed and affixed
to the foregoing (annexed) certificate
(document) was on the 19TH
day of MAY 19 98 the date
thereof, LAWYER AND NOTARY PUBLIC

duly commissioned and qualified, to whose
official acts, faith and credit are due.

IN WITNESS WHEREOF I HAVE HEREUNTO set my
hand and affixed the seal of the Consular
Service of the United States of America at
Guatemala, Guatemala, this day of MAY 27 1998



DUKE G. LOKKA
CONSUL OF THE UNITED STATES

CERTIFICATE OF DESTINATION
REGISTERED AGENT / REGISTERED OFFICE

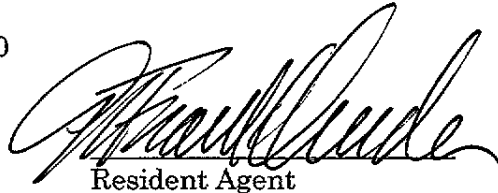
Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating registered office/registered agent in the State of Florida.

1. The name of the corporation is:

PACIFIC NUT PLANTATIONS HOLDING CORP.

2. The name and address of the registered agent and office is:

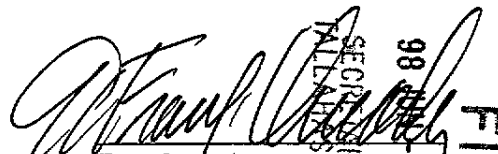
G. Frank Quesada, Esq.
1313 Ponce de Leon Boulevard, Suite 200
Coral Gables, FL 33134



Resident Agent

Date: June 2, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607,325, FLORIDA STATUTES.



Resident Agent

98 JUN 4 PM 1:30
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA