

P98000069239

July 30, 1998

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

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-08/03/98--01045--019
****122.50 ****122.50

Re: Articles of Incorporation for incorporating International Fruit Products, Inc.

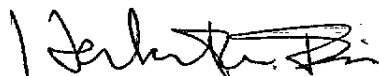
Gentlemen:

Enclosed for your consideration and acceptance is a duly signed and executed set of Articles of Incorporation for incorporating International Fruit Products, Inc. as a Florida corporation.

Included with the enclosure is a check in the amount of \$122.50 payable to the Department of State and which we understand is the required amount to covers the fees for filing the enclosed Articles of Incorporation and the cost for returning to us a "Certified" copy of the filed Articles of Incorporation as well as your Certificate of Incorporation.

Should you have any questions or require further information, please do not hesitate to call or send us a fax.

Cordially Yours,



Herbert W. Fiss

6906 18th Ave., West
Bradenton, Florida 34209

Tel.# (941) 792-2449
Fax# (941) 792-2610

EFFECTIVE DATE
7-31-98

FILED
98 AUG -3 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
8/10/98

W-17965
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**ARTICLES OF INCORPORATION
OF
INTERNATIONAL FRUIT PRODUCTS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

EFFECTIVE DATE

7-31-98

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is INTERNATIONAL FRUIT PRODUCTS, INC. and its principal office and mailing address is 6906 18th Avenue, West, Bradenton, Florida 34209.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on July 31, 1998.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 50,000,000 shares of common stock, each with no par value and 5,000,000 shares of preferred stock, each with no par value. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all

shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 6906 18th Ave. West, Bradenton, Florida 34209, and the initial registered agent of the corporation at such address is Herbert W. Fiss.

ARTICLE VI

Incorporators

The name and address of the corporation's incorporators are:

<u>Name</u>	<u>Address</u>
Herbert W. Fiss	6906 18th Avenue, West Bradenton, Florida 34209
Michael A. Seamark	Unit# 1, 132 Hope Street Stamford, Connecticut 06906

ARTICLE VII

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE VIII

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding

from such majority any director under consideration for indemnification), the criteria set forth in Florida Statutes 607.0850(1) or (2), as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by Florida Statute 607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 30th day of July, 1998.

Witness: Mary Joan Smith Fiss
Mary Joan Smith Fiss

Herbert W. Fiss
Herbert W. Fiss

Witness: Mary Joan Smith Fiss
Mary Joan Smith Fiss

Michael A. Seamark
Michael A. Seamark

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of Florida Statutes 48.091 and 607.0601, INTERNATIONAL FRUIT PRODUCTS, INC., desiring to organize under the laws of the State of Florida, hereby designates Herbert W. Fiss, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 6906 18th Ave. West, Bradenton, Florida 34209, the business office of its Registered Agent, as its Registered Office.

INTERNATIONAL FRUIT PRODUCTS, INC.

By Herbert W. Fiss
Herbert W. Fiss, Incorporator

By Michael A. Seamark
Michael A. Seamark, Incorporator

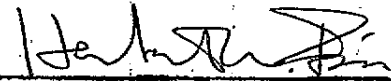
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ACKNOWLEDGMENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of Florida Statutes 48.091 and 607.0505.


Herbert W. Fiss