P98000099207

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

OFFICE USE ONLY

FILED
98 NOV 25 AM 9: 01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

1. TIO MANOLO PRODUCE, INC.
   (Corporation Name)   _(Document #)_

2. Translation: Uncle Manolo production
   (Corporation Name)   _(Document #)_

3. _____
   (Corporation Name)   _(Document #)_

4. _____
   (Corporation Name)   _(Document #)_

[x] Walk in   [x] Pick up time 2·00   [x] Certified Copy

[ ] Mail out   [ ] Will wait   [ ] Photocopy   [ ] Certificate of Status

NEW FILINGS	AMENDMENTS
[x] Profit	Amendment
NonProfit	Resignation of R.A., Officer/Director
Limited Liability	Change of Registered Agent
Domestication	Dissolution/Withdrawal
Other	Merger

OTHER FILNGS	REGISTRATION/ QUALIFICATION
Annual Report	Foreign
Fictitious Name	Limited Partnership
Name Reservation	Reinstatement
	Trademark
	Other

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*****78.75 *****78.75

11/25

Examiner's Initials [   ]

CR2E031(9/92)

ARTICLES OF INCORPORATION
OF
TIO MANOLO PRODUCE, INC.

The undersigned acting as incorporator of a corporation pursuant to chapter 607, Florida Statutes adopts the following Articles of Incorporation:

ARTICLE I
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Tio Manolo Produce, Inc.

The name of this corporation shall be:

Tio Manolo Produce, Inc.

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

999 BAYSHORE DR. SUITE NO. 1710
MIAMI, FL 33131

ARTICLE II
==========

TERM OF EXISTENCE

This corporation shall have perpetual existence, unless dissolved according to law.

ARTICLE III
===========

CAPITAL

The corporation shall be authorized to create and issue 50 shares of common stock, having a par value of $10.00 per share.

ARTICLE IV

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INITIAL REGISTERED OFFICE AND AGENT

The street address of this initial principal registered office of this Corporation in the State of Florida shall be:

999 BAYSHORE DR. SUITE NO. 1710
MIAMI, FL 33131

The name of this initial registered agent of this corporation at that address shall be:

Tio Manolo Produce, Inc

ARTICLE V

=========

NATURE OF BUSINESS

The general purpose for which this corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida statutes.

ARTICLE VI

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MEMBER OF DIRECTORS

The number constituting the initial Board of Directors, trustee or managers of the corporation are three, and the names and addresses of the persons who are to serve initially are:

NAME	TITLE
Manuel Saenz De Viteri	President
Jorge Llaguno	Vice President
Andy L. Cevallos	Secretary/treasury

ARTICLE VII

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INCORPORATOR

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The name and street address of the incorporator signing these Articles of incorporation is as follow:

NAME   ADDRESS

Manuel Saenz De Viteri   999 BAYSHORE DR. SUITE NO. 1710
                                    MIAMI, FL 33131

ARTICLE VIII

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The following shall hold the offices opposite their respective names for the first year of the corporation's existence, or their successors are elected and shall have qualified:

    Manuel Saenz De Viteri   President
    Jorge Llaguno   Vice President
    Andy L. Cevallos   Secretary/treasury

IN WITNESS WHEREOF, the undersigned incorporator has executes these Articles of Incorporation this <u>09 days</u> of November of 1998.

Signatures of Incorporator:

Manuel Saenz De Viteri
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: __Tio Manolo Produce Inc.__

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

__Manuel Saenz De Viteri__
(NAME)

__999 BAYSHORE DR. SUITE NO. 1710__
(P. O. BOX **NOT** ACCEPTABLE)

__MIAMI, FL   33131__
(CITY/STATE/ZIP

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SECRETARY OF STATE TALLAHASSEE FLORIDA
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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE