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RAMON REYES, P.A.
TAX AND ACCOUNTING SERVICE

215 W. 56 ST. • INCOME TAX SPECIALIST
HIALEAH, FL. 33012 • SMALL BUSINESS ACCOUNTING
PH. (305) - 822-0669 • INVESTMENT ADVISE

01/04/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
99 JAN -7 AM 11:00

Secretary of State
Division of Corporation

Re: ABC TROPICAL FROZEN FOODS, INC.

Enclosed please find the original and one copy of Articles of
Incorporation, together with my check in the amount of \$ 122.50

This represents the cost of Filing Fees, Certified copy of
Articles of Incorporation and Fee for Registered Agent Designation
for the above named corporation.

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-01/07/99--01053--020
****122.50 *****78.75

Very truly yours,

R. Reyes
Ramon Reyes

R. Purinton JAN -8 1999

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

ABC TROPICAL FROZEN FOODS, INC.

ARTICLE II PRINCIPAL OFFICE

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

242 S.W. 31 PL.
MIAMI, FL. 33129

ARTICLE III SHARES

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

1,000 common shares.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

DENIO PEREZ 242 S.W. 31 PL.
MIAMI, FL. 33129

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

PRESIDENT/ DENIO PEREZ 242 S.W. 31 PL.
SECRETARY MIAMI, FL. 33129



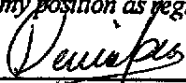
Signature/Incorporator

01/01/99

Date

(An additional article must be added if an effective date is requested.)

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/Registered Agent

01/01/99

Date

FILED
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DIVISION OF CORPORATIONS
99 JAN - 7 AM 11:00