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FLORIDA PROFIT CORPORATION OR P.A.

~~arcadia corporation~~
Arcadia Caribbean Foods, Inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 5, 1999

EMPIRE

SUBJECT: ARCADIA ~~CORPORATION~~ *Caribbean Foods, Inc.*
REF: W99000003042

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

THE CONFLICT IS ARCADIA, INC., DOC. NUMBER V62377

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Michelle Milligan
Document Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION OF

ARCADIA CARIBBEAN FOODS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - Name and Address:

The name of the Corporation shall be

ARCADIA CARIBBEAN FOODS, INC.

The address of the initial principal office of this corporation shall be 3732 NW 23 Manor, Coconut Creek, Florida 33066 and the mailing address shall be the same.

ARTICLE II - Nature of Business:

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III - Capital Stock:

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 per share, par value.

ARTICLE IV - Registered Agent:

The Street Address of the initial registered office of the corporation shall be 1995 W. Commercial Blvd., Suite C, Fort Lauderdale, Florida 33309, and the name of the initial registered agent of the corporation at that address shall be Mimi Nofil

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TALLAHASSEE, FLORIDA

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Prepared by:

Mimi Nofil,
PRESIDENT of Universal Business & Accounting, Inc.
1995 W. Commercial Blvd, Suite C
Ft. Lauderdale, FL 33309
(954) 202-1900

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ARTICLE V - Term of Existence:

The corporation is to exist perpetually.

ARTICLE VI - Officers and Directors:

This corporation shall have two officers and two directors, initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until their successor is elected or appointed is:

Luz Helena Uribe	President
3732 NW 23 Manor	Secretary
Coconut Creek, FL 33066	Treasurer

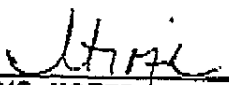
Nubia Sierra	Vice President
3732 NW 23 Manor	
Coconut Creek, FL 33066	

ARTICLE VII - Incorporator:

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

Universal Business & Accounting, Inc.
1995 W. Commercial Blvd, Suite C
Fort Lauderdale, FL 33309

IN WITNESS WHEREOF, the undersigned has hereunto set his hand, on this 7th day of February, 1999.



MIMI NOFIL
PRESIDENT of UNIVERSAL BUSINESS & ACCOUNTING,
INC.
(REGISTERED AGENT)

Prepared by:

Mimi Nofil,
PRESIDENT of Universal Business & Accounting, Inc.
1995 W. Commercial Blvd, Suite C
Ft. Lauderdale, FL 33309

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ARTICLE VIII - Code Section 1244 Stock

All stock issued by this corporation shall be deemed to be "small business stock" as defined by Internal Revenue Code Section 1244.

ARTICLE IX - Registered Agent

I hereby am familiar with and accept the duties and responsibilities as registered agent for said Corporation.



MIMI NOFIL
PRESIDENT of UNIVERSAL BUSINESS & ACCOUNTING,
INC.
(REGISTERED AGENT)

Prepared by:

Mimi Nofil,
PRESIDENT of Universal Business & Accounting, Inc.
1995 W. Commercial Blvd, Suite C
Ft. Lauderdale, FL 33309

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

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First That **ARCADIA CARIBBEAN FOODS, INC.**

desiring to organize under the laws of the State of Florida with its principal office as indicated in the articles of incorporation at the City of Coconut Creek, County of Broward, State of Florida has named Universal Business & Accounting, Inc., located at 1995 W. Commercial Blvd., Suite C, City of Fort Lauderdale, City of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Mimi

MIMI NOFIL
PRESIDENT of UNIVERSAL BUSINESS & ACCOUNTING, INC.
(REGISTERED AGENT)

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TALLAHASSEE, FLORIDA

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Prepared by:

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PRESIDENT of Universal Business & Accounting, Inc.
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