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February 4, 1999

Secretary of State
Corporate Division
The Capitol
P.O. Box 6327
Tallahassee, Florida 32314

REFERENCE: VENEZUELA'S FRUIT PRODUCTS, INC.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation pursuant to F.S. § 607.0202. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing fee	\$ 35.00
Certified copy	\$ 52.50
Registered Agent fee	\$ 35.00
Total	<u>\$122.50</u>

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-02/08/99-01169-014
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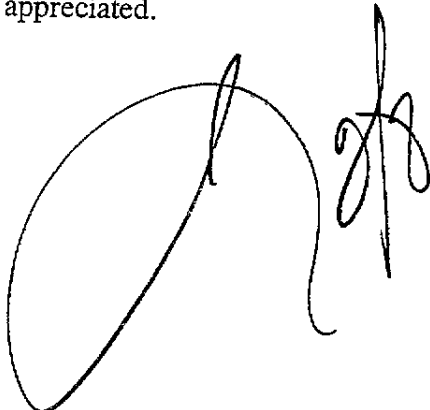
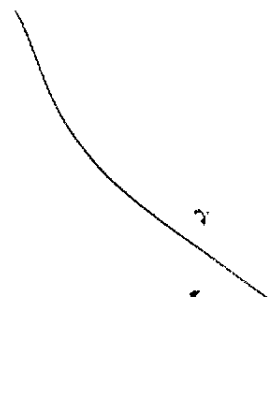
Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,


Sandra Lambert

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF ARTICLES OF INCORPORATION

FOR

VENEZUELA'S FRUIT PRODUCTS, INC.

The undersigned for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions for the formation, liability, rights, privileges and immunities of a corporation for profit, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

VENEZUELA'S FRUIT PRODUCTS, INC.

and the principal office is 4668 NW 97th Place, Miami, Florida 33178

ARTICLE II

This corporation may engage in any activity of business permitted under the laws of the United States and of this State.

ARTICLE III

The amount of the authorized capital stock of this corporation shall be: 1000 shares

ARTICLE IV

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata

share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The term for which this corporation shall exist is perpetual.

ARTICLE VI

The initial registered office of this corporation shall be: 4668 NW 97th Place, Miami, Florida 33178.

The initial registered agent shall be: DIANA ORJUELA

The initial registered office may have such other places of business in the State of Florida as the nature and progress of the business from time to time shall render necessary or desirable. Said corporation shall also have the power to conduct its business outside the State of Florida and/or in any and all the several states and territories and districts of the United States, and in any and all foreign countries, and may have one or more offices, in any of the said places of business.

ARTICLE VII

The business of said corporation shall be conducted by a Board of Directors, which shall consist of not less than one (1) member, nor more than five (5) members, as the same may be provided by the By-Laws of the corporation, and the following officers, to-wit: a president, secretary and treasurer, and such other officers as the Board of Directors may elect, provided that any three (3) offices may be held by one and the same person(s). The members of said Board of

Directors shall be elected at the annual meeting of the stockholders of said corporation, and the officers shall be elected by the Board of Directors at a meeting to be held immediately after adjournment of that of the annual stockholders' meeting.

Upon the first meeting of the stockholders herein provided for and until their successors shall be duly elected and qualified, the business of the corporation shall be transacted by the following named officers, together with the afternamed Board of Directors.

<u>NAME AND ADDRESS</u>	<u>OFFICE(S)</u>
Oswaldo Medina Aveinda Principal ALtavista EdipiCo Pindado Piso 1 Oficina #12 Caracas, Venezuela	President
Diana Orjuela 4668 NW 97th Place Miami, Florida 33178	Vice-President/Secretary

ARTICLE VIII

The names and post office addresses of the first Board of Directors, who, subject to the provisions of these articles, for the first year of the corporations' existence or until their successors are duly elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Oswaldo Medina	Aveinda Principal Attavista Edipiso Pindado Piso 1 Oficiana #12 Caracas, Venezuela

Diana Orjuela

4668 NW 97th Place
Miami, Florida 33178

ARTICLE IX

The annual meeting of the stockholders of the corporation shall be fixed by the By-Laws and the power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

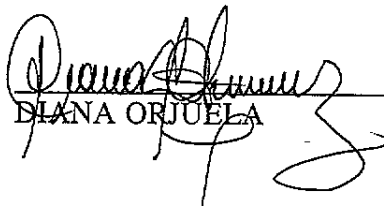
ARTICLE X

The members of the Board of Directors, or an Executive Committee shall be deemed present at a meeting of such Board or Committee if a conference telephone, or similar communication equipment by means of which all persons participating in the meeting can hear each other, is used.

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 3 day of February, 1999.

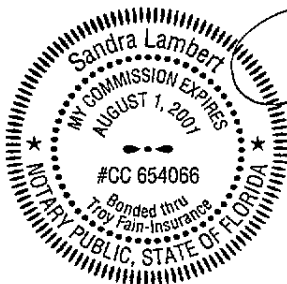
 (Seal)
DIANA ORJUELA

STATE OF FLORIDA
COUNTY OF PALM BEACH

ON THIS DAY, personally appeared before me, the undersigned authority, duly authorized to administer oaths, to me known to be the person(s) described in and who executed the above and foregoing proposed charter, and she acknowledged that he executed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Boca Raton, Florida, County of Palm Beach, this 3rd day of February, 1999.

My Commission Expires:



**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

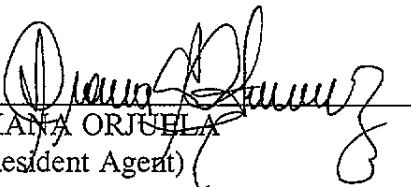
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That VENEZUELA'S FRUIT PRODUCTS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade , State of Florida, has named DIANA ORJUELA located at 4668

NW 97th Place, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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.

By: 
DIANA ORJUELA
(Resident Agent)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA