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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

VEGGI INTERNATIONAL CORP.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VEGGI INTERNATIONAL CORP.

ARTICLE I. CORPORATE NAME.

The name of this corporation is: Veggi International Corp.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

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

ARTICLE IV. TERM OF EXISTENCE.

This corporation shall have perpetual existence, commencing upon filing of these Articles.

**ARTICLE V. INITIAL REGISTERED AGENT AND
INITIAL PRINCIPAL OFFICE**

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

Dan Boiangin
c/o Trans World Forwarding, Inc.
2894 NW 79 Avenue
Miami, FL 33122

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

Prepared by:
Linda C. Singer
Linda C. Singer, P.A.
Two Ostron Center, Suite 1609
9130 S. Dadeland Blvd.
Miami, FL 33156
Telephone: 305-670-5291
Florida Bar #184347

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ARTICLE VI. INITIAL BOARD OF DIRECTORS.

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-laws but shall never be less than one. The names and street addresses of the initial director of this corporation, who shall hold office for the first year of existence of this corporation or until replaced by a duly elected or appointed and qualified successor, whichever occurs first, is: Rene Antonio Quinteros Caravantes.

ARTICLE VII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the incorporator is: Rene Antonio Quinteros Caravantes, whose address is Santo Tomas Milpas Altas, Antigua, Guatemala.

ARTICLE VIII. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law.

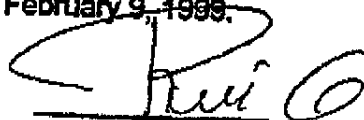
ARTICLE IX. PREEMPTIVE RIGHTS.

Every shareholder, upon the issuance of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share at the price at which it is offered to others.

ARTICLE X. SHAREHOLDER PROPERTY.

Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on February 9, 1998.



Rene Antonio Quinteros Caravantes,
INCORPORATOR

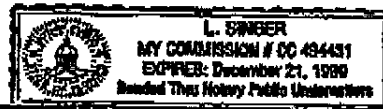
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STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 9th day of February, 1999 by Rene Antonio Quinteros Caravantes, [] who is personally known to me or [X] who has produced Guatemala passport #1343611 as identification.


Notary Public-State of Florida



(Print, type or stamp commissioned name
of Notary Public) **SEAL**

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been named to accept service of process for the above-named corporation, at the place designated in Article V above, agrees to act as registered agent for said corporation.

Dated: February 9, 1999

Don C. Boland
Registered Agent

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