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LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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OFFICE USE ONLY

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

1. NERV'S PRODUCE DISTRIBUTORS INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)



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Certificate of Status

99 MAY 26 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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99 MAY 26 AM 11:22
DIVISION OF CORPORATION

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
NERY'S PRODUCE DISTRIBUTORS INC.**

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TALLAHASSEE FLORIDA

ARTICLE I – NAME

The name of this corporation is **NERY'S PRODUCE DISTRIBUTORS INC.**

ARTICLE II – DURATION

This corporation shall have perpetual existence unless dissolved according to law and its existence shall commence on the date of execution and acknowledgment.

ARTICLE III – PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue Two Thousand (2,000) shares of One Dollar (\$1.00) per value common stock, which shall be designed "common shares". Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the incorporator, or by the Board of Directors, at a meeting called for such purpose.

ARTICLE V – PREVENTIVE RIGHTS

Every stockholder, upon the sale 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 without issuance of fractional shares at the price at which it is offered to others.

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: **3570 W. 74 St. Hialeah, FL. 33018**, but the Corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business within or without the State of Florida that may be deemed expedient, and the name of the initial Registered Agent of this Corporation is **NEREIDA AROCHE**.

ARTICLE VII – INITIAL BOARD OF DIRECTORS

This Corporation shall have 2 directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1).

The name and address of the initial Directors of this Corporation and the amount of stock each agrees to purchase are:

<u>NAME</u>	<u>ADDRESS</u>	<u>No. OF OFFICE</u>	<u>SHARES</u>
Nereida Aroche	3570 W. 74 St. Hialeah, FL 33018	President	1,000
Pompilio L. Ruiz	3570 W. 74 St. Hialeah, FL 33018	Secretary	1,000

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Nereida Aroche
3570 W. 74 St. Hialeah, FL 33018

ARTICLE IX - SHAREHOLDERS QUORUM AND VOTING

Fifty-One percent (51%) of the shareholders entitle to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of 51% of the shares represented at the meeting and entitled to vote on the subject matter, shall be the act of the shareholders.

ARTICLE X - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this Corporation must be taken at a meeting of shareholders of this Corporation, dully called as provided by law.

ARTICLE XI - TERM OF DIRCTORS

The directors of this Corporation shall have one (1) year term.

ARTICLE XII - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of May 1999.



Nereida Aroche

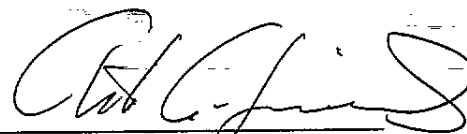
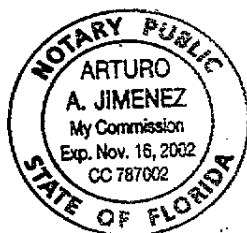
State of Florida

SS

County of Miami – Dade

Before me, a Notary Public authorized to take acknowledgment in the State of Florida and County set forth above, personally appeared --- Nereida Aroche --- who produces her driver license as identification to prove that she is the person who executed the forgoing Articles of Incorporation, and acknowledged before me that She executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid, this 20th day of May 1999.



Arturo A. Jimenez

My commission Expires:


REGISTERED AGENT

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

First - That **Nery's Produce Distributors 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 **Miami** County of **Miami - Dade**, State of Florida, has named **Nereida Aroche**, located at **3570 W. 74 St. Hialeah, FL 33018** as its Agent to accept service of process within this State.

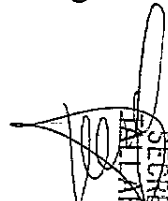
NERY'S PRODUCE DISTRIBUTORS INC.

By: _____


Nereida Aroche

ACKNOWLEDGMENT

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.


Nereida Aroche
(Registered Agent)

99 MAY 26 PM 12:24

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SECRETARY OF STATE
TALLAHASSEE FLORIDA