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**KATTOURA & ASSOCIATES, INC.**

ACCOUNTING, BOOKKEEPING & TAX SERVICES

One S. Ocean Blvd. #212  
Boca Raton, FL 33432  
TEL: (561) 362-0491

P.O. Box 728  
Boca Raton, FL 33429  
FAX: (561) 394-5134

National Society of Tax Professional

June 22, 1999

Secretary of State  
Division of Corporation  
Tallahassee, FL 32399

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-06/23/99--01046--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sirs,

Please find enclosed the articles of incorporation for **VENEZUELAN INTERNATIONAL COFFEE, COCAO, & FOODS, CO.**

Along with a check in the amount of \$78.75 for the filing fees.

Please send return the certificate and articles to the address above.

Thank you for your cooperation to our request.

Sincerely yours,

  
Andre K. Kattoura

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

B. BROOK JUN 29 1999  
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THE LAW OFFICE OF  
JAMES G. BANNOURA, ESQ.

MEMBER OF FL, MA, NY BAR

TELEPHONE: (561) 394-9455  
TELEFAX: (561) 394-5134  
Email: jimbann@aol.com

ONE S. OCEAN BLVD.  
SUITE 212  
BOCA RATON, FL 33432

June 28, 1999

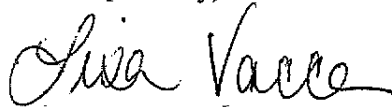
Ms. Barbara Brack  
Secretary of State  
Division of Corporation  
Tallahassee, FL 32399

Dear Barbara:

Per our conversation, enclosed find the corrected copy of articles of incorporation for Venezuelan International Coffee, Cocoa, & Foods, Co. The check in the amount of \$78.75 for filing fees should have remained at your office until the corrected copy of articles of incorporation arrived. Please return the certificate and articles to the above address.

Thank you for your attention to our request. If there are any questions or concerns, please do not hesitate to contact our office.

Respectfully,

A handwritten signature in cursive script that reads "Lisa Vacca".

Lisa M. Vacca

ARTICLES OF INCORPORATION  
OF  
**VENEZUELAN INTERNATIONAL COFFEE, COCOA, & FOODS, CO.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1. NAME. The name of the corporation is: **VENEZUELAN INTERNATIONAL COFFEE, COCOA, & FOODS, CO.**

ARTICLE 2. DURATION. The duration of the corporation is perpetual.

ARTICLE 3. PURPOSE. The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. CAPITAL STOCK. The aggregate number of shares which the corporation is authorized to issue is 1000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial principal office of the Corporation is 308 Freedom Court, Deerfield Beach, FL 33442 and the name and address of its initial Registered Agent is Wilfredo Isturiz, 308 Freedom Court, Deerfield Beach, FL 33442.

ARTICLE 6. INITIAL BOARD OF DIRECTORS. The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

1. **Wilfredo Isturiz**

**308 Freedom Court  
Deerfield Beach, FL 33442**

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TALLAHASSEE FLORIDA

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ARTICLE 7. INCORPORATORS. The name and address of each Incorporator is as follows:

1. Wilfredo Isturiz

308 Freedom Court  
Deerfield Beach, FL 33442

ARTICLE 8. AMENDMENT. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE 9. INDEMNIFICATION. The corporation shall indemnify any incorporator, officer or director or any former officer or director, to the full extent permitted by law.

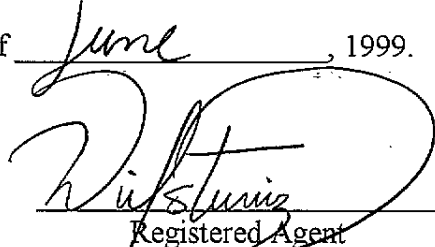

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 28 day of June, 1999

  
WILFREDO ISTURIZ

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent  
**VENEZUELAN INTERNATIONAL COFFEE, COCOA, & FOODS, CO.**  
which is contained in the foregoing Articles of Incorporation.

Dated this 28 day of June, 1999.

  
\_\_\_\_\_  
Registered Agent  


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TALLAHASSEE FLORIDA