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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

FLORBELLA FARMS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

ARTICLES OF INCORPORATION
OF
FLORBELLA FARMS, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be:

FLORBELLA FARMS, INC.

The principal place of business of this corporation shall be: 1401 NW 78 Ave. Suite 302 Miami, Florida 33126

ARTICLE II NATURE OF BUSINESS

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

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 100 Shares \$1.00 Par Value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

VICTOR LOBATO (PRESIDENT) 40% of the shares
1401 NW 78 Ave. Suite 302
Miami, Florida 33126

JORGE PENA (VICE/PRESIDENT) 40% of the shares
1401 NW 78 Ave Suite 302
Miami, Florida 33126

SYLVIA ESTEVEZ (SECRETARY/TREASURER) 20% of the shares
1401 NW 78 Ave. Suite 302
Miami, Florida 33126

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TALLAHASSEE, FLORIDA

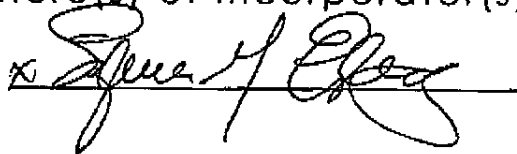
ARTICLE VI. INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

SYLVIA ESTEVEZ 1401 NW 78 Ave. Suite 302 Miami, Florida 33126

IN WITNESS WHEREOF, the undersigned incorporator(s)
has (have) executed these Articles of Incorporation
this, 28 day of July 1999

Signature(s) of Incorporator(s)

x  _____

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

FLORBELLA FARMS, INC.

2. The name and address of the registered agent and office is:

SYLVIA ESTEVEZ

(P.O. BOX NOT ACCEPTABLE)

1401 NW 78 Ave. Suite 302 Miami, Florida 33126

(CITY/STATE/ZIP)

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SIGNATURE

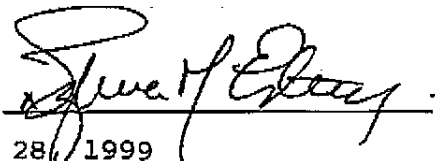


TITLE

DATE July 28, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE July 28, 1999