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MAZZA-MARTINEZ & ASSOC. P.A.

Attorneys at Law

Admitted in Florida, Venezuela and Spain
782 NW 42 Av. Suite 638. Miami, Florida
Offices in Caracas, Venezuela
Ph: (305) 446-5353. Fax: (305) 461-4272

October 28, 1999

**DIVISION OF CORPORATION
SECRETARY OF STATE
P.O.BOX 6327
TALLAHASSEE, FLORIDA 32314**

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*****78.75 *****78.75

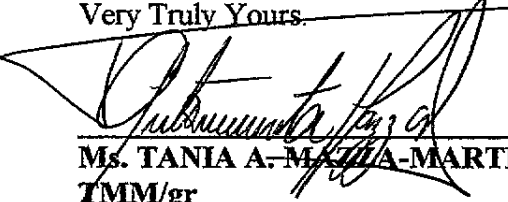
Dear Sirs:

Enclosed you will find the articles of incorporation for a profit corporation to be file and recorded before the Division of Corporations with a check in the amount of US\$ 78.75.

* We will appreciate if you can send to the following address the documents as soon as it is filed:

**Ate: TANIA A. MAZZA-MARTINEZ
782 NW 42 Av. Suite 638.
Miami, Florida 33126.
Ph: (305) 446-5353.**

Very Truly Yours.


**Ms. TANIA A. MAZZA-MARTINEZ
TMM/gr**

FILED
99 NOV - 1 PM 12:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is AGROFRESH PRODUCE, INC.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be: 8175 NW 12th Street. Suite 122. Miami, FL 33126.

ARTICLE III- PURPOSE

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

ARTICLE IV- CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of US\$ 1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is 782 NW 42 Av Suite 638. Miami, Florida 33126 and the name of the initial registered agent of this corporation at that address is Ms. Tania A. Mazza-Martinez.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) Directors to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initials Directors are:

ROBERTO CID
8175 NW 12th Street, Suite 122.
Miami, Florida 33126

Vice-President and Secretary

JOSE FABARA

President

8175 NW 12th Street, Suite 122.
Miami, Florida 33126

ARTICLE VII- INCORPORATOR

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

Ms. Tania A. Mazza-Martinez

MAZZA-MARTINEZ & ASSOC, P.A.

782 NW 42 Av. Suite 638.

Miami, Florida 33126

ARTICLE VIII- PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation 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 IX- INDEMNIFICATION

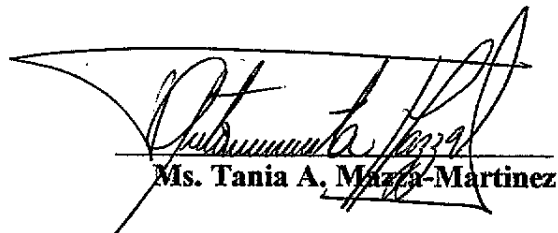
The corporation shall indemnify any officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X- AMENDMENT

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

In WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: October 28, 1999



Ms. Tania A. Mazza-Martinez

**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE.**

The undersigned person, having been named as Registered Agent and to accept service of process for the above stated Corporation, at the place designated in the Articles, hereby accept to act in this capacity. I further agrees to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, and acknowledge that I am familiar with and accept the obligations of my position as Registered Agent.

By: 

Registered Agent

FILED
99 NOV - 1 PM 12:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA