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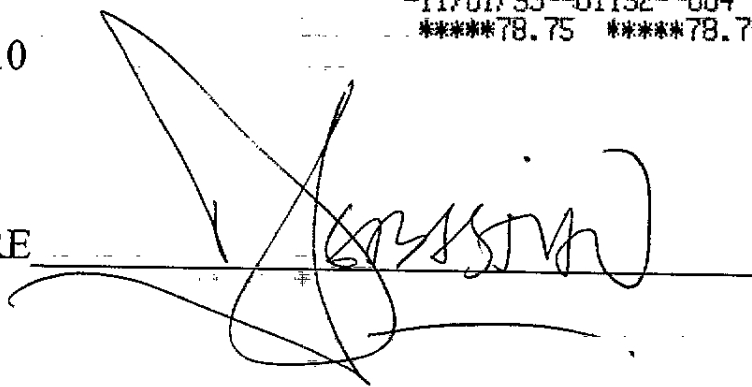
CORP NAME: OPEN AMERICA, INC.
ADDRESS: 7860 CAMINO REAL # L 310
MIAMI, FL. 33143
REGISTERED AGENT: SEBASTIAN DIAZ

PLEASE RETURN ALL MY DOCUMENT TO:

AMITY INSURANCE AGENCY
405 EAST 1 AVE.
HIALEAH, FL. 33010

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

AGENT SIGNATURE



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99 NOV -1 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. Rolfe NOV 15 1999

W99-25251



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 2, 1999

AMITY INSURANCE AGENCY
405 EAST 1 AVENUE
HIALEAH, FL 33010

SUBJECT: OPEN AMERICA, INC.
Ref. Number: W99000025251

We have received your document for OPEN AMERICA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 499A00052527

ARTICLES OF INCORPORATION

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TALLAHASSEE, FLORIDA

ARTICLE ONE

NAME: _____

THE NAME OF THE CORPORATION SHALL BE: AMERICAS PERISHABLES, INC.

ARTICLE TWO

NATURE OF BUSINESS:

IMPORT AND EXPORT.

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES OF AMERICA AND THE LAWS OF THE UNITED STATES OF AMERICA AND THE LAWS OF THE STATE OF FLORIDA.

ARTICLE THREE

TERM OF EXISTENCE

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA. THE DATE ON WHICH CORPORATE EXISTENCE SHALL BEGINIS; 11/01/1999

ARTICLE FOUR

MINIMUM CAPITAL:

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION SHALL BEGIN BUSINESS SHALL NOT BE LESS THAN TWO-HUNDRED FIFTY DOLLARS (\$250.00) OR SUCH GREATER AMOUNT AS MAY BE REQUIRED BY LAW. THE BEGINNING AMOUNT OF CAPITAL IS:

\$ 500.00

ARTICLE FIVE

NUMBER OF DIRECTORS

THIS CORPORATION SHALL AT ALL TIMES HAVE AT LEAST ONE DIRECTOR WHICH A CITIZEN OR RESIDENT OF THE UNITED STATES OF AMERICA. THE STOCKHOLDERS OF THE CORPORATION MAY FROM TIME TO TIME, AND AT ANY TIME, INCREASE OR DIMINISH THE SIZE OF THE BOARD OF DIRECTORS OF THIS CORPORATION, PROVIDED THAT THE CORPORATION SHALL AT ALL TIMES HAVE A MINIMUM OF ONE DIRECTOR.

ARTICLE SIX

CLASSES OF DIRECTORS:

THE BY LAWS OF THE CORPORATION MAY PROVIDE THAT THE DIRECTORS BE DIVIDED INTO TWO OR MORE CLASSES WHOSE TERMS OF OFFICE SHALL RESPECTIVELY EXPIRE AT DIFFERENT TIMES, PROVIDED THAT NO SUCH TERMS SHALL CONTINUE LONGER THAN THREE (3) YEARS, AND PROVIDED FURTHER THAT AT LEAST ONE-FOURTH IN NUMBER OF DIRECTORS SHALL BE ELECTED ANNUALLY.

ARTICLE SEVEN

THIS CERTIFICATE OF INCORPORATION MAY BE AMENDED IN ANY MANNER CONSISTENT WITH THE LAWS OF THE STATE OF FLORIDA.

ARTICLE EIGHT

CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE SHARES OF STOCK AS FOLLOWS:

- A. DESIGNATION: THE STOCK OF THIS CORPORATION SHALL BE KNOWN AS COMMON STOCK.**
- B. AUTHORIZED: THE MAXIMUM NUMBER OF SHARES OF COMMON STOCK THAT THIS CORPORATION MAY ISSUE IS 50 SHARES.**
- C. PAR VALUE: EACH SHARE OF COMMON STOCK SHALL HAVE THE PAR VALUE OF : NO PAR**
- D. CONSIDERATION: SHARE OF COMMON STOCK MAYBE ISSUED IN EXCHANGE FOR CASH, REAL PROPERTY, LABOR OR SERVICES RENDERED, OR ANY OF THE FOREGOING COMBINATIONS, THE JUDGMENT OF THE BOARD OF DIRECTORS AS TO THE VALUE OF ANY SUCH CONSIDERATION SHALL BE CONCLUSIVE**
- E. NONASSESABILITY: EACH SHARE OF COMMON STOCK SHALL BE ISSUED IN EXCHANGE FOR CONSIDERATION WHICH IS AT LEAST EQUAL TO THE PAR VALUE THEREOF, AND SHALL BE FULLY PAID AND NONASSESSABLE**
- F. VOTING RIGHTS: EACH SHARE OF COMMON STOCK SHALL ENTITLE THE RECORD HOLDER THEREOF TO ONE VOTE UPON EACH PROPOSAL PRESENTED AT MEETING OF THE STOCKHOLDERS OF THE CORPORATION.**
- G. ACCUMULATIVE VOTING. NO HOLDER OF COMMON STOCK SHALL BE ENTITLED TO ANY RIGHT OF ACCUMULATIVE VOTING.**

H. DIVIDENDS: RECORD HOLDERS OF COMMON STOCK ARE ENTITLED TO RECEIVE THEIR PRO-RATA SHARE OF ANY ASSETS OF THIS CORPORATION REMAINING AFTER PAYMENT OF ALL CORPORATE DEBTS AND OBLIGATIONS.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AN AGENT UPON WHOM PROCESS MAY BE SERVED.

IN PURSUANCE OF CHARTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT.

FIRST THAT AMERICAS PERISHABLE, 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 REGISTERED AGENT :
SEBASTIAN DIAZ
LOCATED AT: 7860 CAMINO REAL # L 310, MIAMI FL. 33143
COUNTY OF: MIAMI DADE, STATE OF: FLORIDA

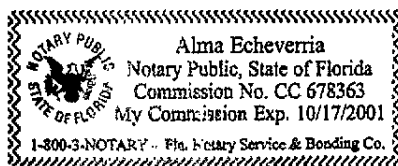
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE 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.


SEBASTIAN DIAZ
(REGISTERED AGENT)


NOTARY PUBLIC



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT

SUBSCRIBER INITIAL DIRECTOR AND

INITIAL PRINCIPAL OFFICE

THE UNDERSIGNED INDIVIDUAL, A UNITED STATES CITIZEN OR RESIDENT COMPETENT TO CONTRACT EXECUTES THIS CERTIFICATE OF INCORPORATION AS SOLE SUBSCRIBER, INITIAL DIRECTOR, AND FIRST REGISTERED AGENT. THE UNDER-SIGNED INDIVIDUAL SHALL HOLD OFFICE AS A DIRECTOR AND REGISTERED AGENT UNTIL HIS SUCCESSORS HAVE QUALIFIED, FOLLOWING THEIR ELECTION OR APPOINTMENT. THE STREET ADDRESS OF SUCH INDIVIDUAL SHALL BE THE INITIAL STREET ADDRESS IN FLORIDA OF THE PRINCIPAL OFFICE OF THIS CORPORATION. THIS CORPORATION MAY CHANGE ITS REGISTERED AGENT AND PRINCIPAL OFFICE AT ANY TIME.

SUBSCRIBER/ REGISTERED AGENT:

NAME: SEBASTIAN DIAZ 

SS#: 547-89-2890

**STREET ADDRESS/ PRINCIPAL OFFICE: 7860 CAMONO REAL # L 310
MIAMI, FL. 33143**

DIRECTOR:

NAME: _____

SS#: _____

PRESIDENT NAME: SEBASTIAN DIAZ

SS# _____

IN WITNESS WHEREOF THE UNDERSIGNED SUBSCRIBER DOES, MAKE SUBSCRIBE, ACKNOWLEDGE AND FILE THIS CERTIFICATE FOR THE PURPOSE OF FORMING A CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA.

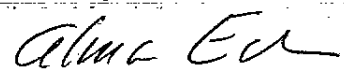
DATE: 10/29/1999 SIGNATURE: 

STATE OF FLORIDA/COUNTY OF DADE

BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED: SEBASTIAN DIAZ TO ME WELL KNOWN, AND KNOWN TO ME THE INDIVIDUAL DESCRIBED IN, AND WHO EXECUTED THE FOREGOING CERTIFICATE OF INCORPORATION, AND WHO ACKNOWLEDGE BEFORE ME THAT THE SAME WAS EXECUTED FOR THE PURPOSE THEREIN EXPRESSED.

IN WITNESS WHEREOF I HAVE HEREUNTO AFFIXED MY HAND AND OFFICIAL SEAL, AT HIALEAH, DADE COUNTY, FLORIDA.

DATE: 10/29/1999


ALMA ECHEVERRIA
NOTARY PUBLIC

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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 is: AMERICAS PERISHABLES, INC.

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

SEBASTIAN DIAZ

(Name)

7860 CAMINO REAL # L310

(P.O. Box not acceptable)

MIAMI, FL 33143

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

10-29-99

(Date)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA