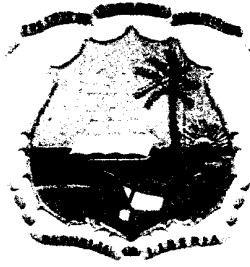


THE REPUBLIC OF LIBERIA



APOSTILLE

(Hague Convention of 5 October 1961/Convention de La Haye du 5 Octobre 1961)

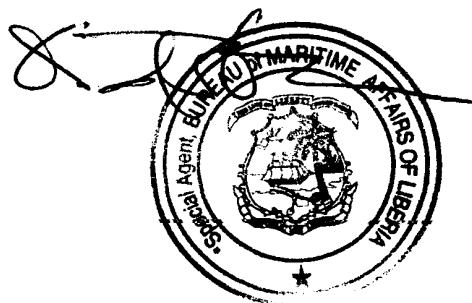
1. Country: The Republic of Liberia

This Public Document

2. Has been signed by: Krubo B. Kollie
3. Acting in the capacity of: Minister of Foreign Affairs,
Republic of Liberia
4. Bears the seal/stamp of: Ministry of Foreign Affairs,
Republic of Liberia

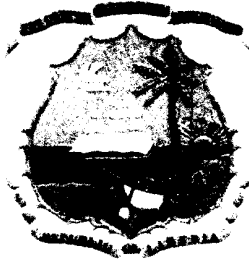
Certified

5. At: Virginia, United States of America
6. On: August 27, 2010
7. By: D. PASCOE
Special Agent,
Bureau of Maritime Affairs
8. Number: V-54985
9. Seal/Stamp:
10. Signature:



C-57146-1031815

**THE REPUBLIC OF LIBERIA
MINISTRY OF FOREIGN AFFAIRS**



CERTIFIED COPY

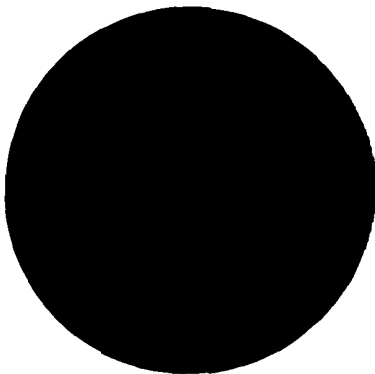
BUSINESS CORPORATION ACT 1977
THE ASSOCIATIONS LAW, TITLE 5, AS AMENDED, OF THE LIBERIAN CODE OF LAWS REVISED

I HEREBY CERTIFY in accordance with Section 1.5 of the Business Corporation Act that the document attached to this Certificate is a true and complete copy of the ARTICLES OF INCORPORATION filed on the 17th day of April, 1989 in respect of:

DEL MONTE FRESH PRODUCE INTERNATIONAL INC.
Registration Number: C-57146

a Corporation duly incorporated and which commenced legal existence as a Liberian Nonresident Domestic Corporation on the 17th day of April, 1989.

WITNESS my hand and the official seal of the Ministry of Foreign Affairs this 26th day of August, 2010.



By Order of the Minister of Foreign Affairs

Deputy Registrar of Corporations

**ARTICLES OF INCORPORATION
OF**

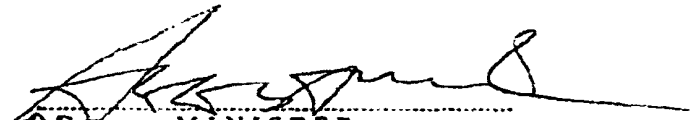
DEL MONTE FRESH FRUIT INTERNATIONAL (LIBERIA), INC.

**REPUBLIC OF LIBERIA
MINISTRY OF FOREIGN AFFAIRS**

DUPLICATE COPY

The Original Copy of this Document was filed in
accordance with Section 1.4 of the Business
Corporation Act on

APR 17 1989


DEPUTY MINISTER



ARTICLES OF INCORPORATION

OF

DEL MONTE FRESH FRUIT INTERNATIONAL (LIBERIA), INC.

PURSUANT TO THE LIBERIAN BUSINESS CORPORATION ACT

ARTICLES OF INCORPORATION

PURSUANT TO THE LIBERIAN BUSINESS CORPORATION ACT

The undersigned, for the purpose of forming a corporation pursuant to the provisions of the Liberian Business Corporation Act, do hereby make, subscribe, acknowledge and file in the Office of the Minister of Foreign Affairs this instrument for that purpose, as follows:

A. The name of the Corporation shall be:

DEL MONTE FRESH FRUIT INTERNATIONAL (LIBERIA), INC.

B. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may now or hereafter be organized under the Liberian Business Corporation Act, including but not limited to the following:

(1) To purchase or otherwise acquire, own, use, operate, pledge, hypothecate, mortgage, lease, charter, sub-charter, sell, build, and repair steamships, motorships, tankers, whaling vessels, sailing vessels, tugs, lighters, barges, and all other vessels and craft of any and all motive power whatsoever, including aircraft, landcraft, and any and all means of conveyance and transportation by land, water or air, together with engines, boilers, machinery, equipment and appurtenances of all kinds, including masts, sails, boats, anchors, cables, tackle, furniture and all other necessities thereunto appertaining and belonging, together with all materials, articles, tools, equipment and appliances necessary, suitable or convenient for the construction, equipment, use and operation thereof; and to equip, furnish and outfit such vessels and ships.

(2) To engage in ocean, coastwise and inland commerce, and generally in the carriage of freight, goods, cargo in bulk, passengers, mail and personal effects by water between the various ports of the world and to engage generally in waterborne commerce throughout the world.

(3) To purchase or otherwise acquire, own, use, operate, lease, build, repair, sell or in any manner dispose of docks, piers, quays, wharves, dry docks, warehouses and storage facilities of all kinds, and any property, real, personal and

mixed, in connection therewith.

(4) To act as ship's husband, ship brokers, custom house brokers, ship's agents, manager of shipping property, freight contractors, forwarding agents, warehousemen, wharfingers, ship chandlers, and general traders.

(5) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic, or government or colony or any dependency thereof.

(6) To appoint or act as an agent, broker, or representative, general or special, in respect of any or all of the powers expressed herein or implied hereby; to appoint agents, brokers or representatives.

(7) To carry on its business, to have one or more offices, and to exercise its powers in foreign countries, subject to the laws of the particular country.

(8) To borrow or raise money and contract debts, when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchise or for any other lawful purpose of its incorporation; to draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures, and other instruments and evidences of indebtedness either secured by mortgage, pledge, deed of trust, or otherwise, or unsecured.

(9) To give a guarantee although not in furtherance of the corporate purposes when authorized at a meeting of shareholders.

(10) To purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description.

(11) To apply for, secure by purchase or otherwise hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the Republic of Liberia or any foreign country, patent rights, licenses, privileges, inventions, improvements and processes, copyrights, trademarks, and trade names, relative to or useful in connection with any business of this corporation.

(12) To purchase or otherwise acquire, underwrite, hold, pledge, turn to account in any manner, sell, distribute, or otherwise dispose of and generally to deal in, bonds, debentures, notes, evidences of indebtedness, shares of stock, warrants, rights, certificates, receipts or any other instruments or interests in the nature of securities created or issued by any person, partnership, firm, corporation, company, association, or other business organizations, foreign

or domestic, or by any domestic or foreign governmental, municipal or other public authority, and exercise as holder or owner of any such securities all rights, powers and privileges in respect thereof; to do any and all acts and things for the preservation, protection, improvement and enhancement in value of any such securities and to aid by loan, subsidy, guaranty or otherwise those issuing, creating or responsible for any such securities; to acquire or become interested in any such securities by original subscription, under-writing, loan, participation in syndicates or otherwise, and irrespective of whether such securities be fully paid or subject to future payments; to make payments thereon as called for or in advance of calls or otherwise and to underwrite or subscribe for the same conditionally or otherwise and either with a view to resale or investment or for any other lawful purpose; and in connection therewith or otherwise to acquire and hold membership in or otherwise secure trading privileges on any board of trade, exchange or other similar institution where any securities are dealt in and to comply with the rules of any such institution; as used herein the term "securities" shall include bonds, debentures, notes, evidences of indebtedness, shares of stock, warrants, options, rights, certificates, receipts or any other instruments or interests in the nature of securities of any kind whatsoever which a corporation organized under the Liberian Business Corporation Act is legally permitted to acquire or deal in, by whomsoever issued or created; the term "person" shall include any person, partnership, firm, corporation, company, association or other business organization, domestic or foreign; and the term "public authority" shall include any domestic or foreign governmental, municipal or other public authority.

(13) To purchase or otherwise acquire, hold, pledge, turn to account in any manner, import, export, sell, distribute or otherwise dispose of, and generally to deal in, commodities and products (including any future interest therein) and merchandise, articles of commerce, materials, personal property and real property of every kind, character and description whatsoever, and wheresoever situated, and any interest therein, at any place or places in Liberia or abroad, either as principal or as a factor or broker, or a commercial, sales, business or financial agent or representative, general or special, or, to the extent permitted by the laws of Liberia, in any other capacity whatsoever for the account of any domestic or foreign person or public authority, and in connection therewith or otherwise to acquire trading privileges on any board of trade, exchange or other similar institution where any such products or commodities or personal or real property are dealt in, and to comply with the rules of any such institution;

(14) To engage in any mercantile, manufacturing or trading business of any kind or character whatsoever, within

or without Liberia, and to do all things incidental to such business;

(15) To carry on the business of warehousing and all business incidental thereto, including the issuing of warehouse receipts, negotiable or otherwise, and the making of advances or loans upon the security of goods warehoused;

(16) To purchase, lease or otherwise acquire, hold, own, mortgage, pledge, hypothecate, build, erect, construct, maintain and operate, develop, improve and sell, lease or otherwise dispose of lands, and improvements, warehouses, factories, buildings, structures, piers, wharves, mills, dams, stores and dwellings and all other property and things of whatsoever kind and nature, real, personal or mixed, tangible or intangible, within or without Liberia, and in any part of the world, suitable or necessary in connection with any of the purposes hereinabove or hereinafter set forth, or otherwise deal with or in any such properties;

(17) To cause to be formed, merged, reorganized or liquidated, and to promote, take charge of, in any way permitted by law, the formation, merger, reorganization or liquidation of any person in Liberia or abroad;

(18) To acquire all or any part of the good will, rights, property and business of any person, heretofore or hereafter engaged in any business similar to any business which the Corporation has power to conduct, to pay for the same in cash or in the securities of the Corporation or otherwise, to hold, utilize and in any manner dispose of the whole or any part of the rights and property so acquired, and to assume in connection therewith any liabilities of any such person, and conduct in any lawful manner the whole or any part of the business thus acquired;

(19) To make, enter into and carry out any arrangements with any person or public authority, to obtain therefrom or otherwise to acquire by purchase, lease, assignment or otherwise any powers, rights, privileges, immunities, franchises, guaranties, grants and concessions, to acquire, hold, own, exercise, exploit, dispose of and realize upon the same, and to undertake and prosecute any business dependent thereon provided it is such a business as this Corporation may engage in; and to promote, cause to be formed and aid in any way any person for any such purpose;

(20) To make and issue trust receipts, deposit receipts, certificates of deposit, interim receipts, or any other receipts for, or certificates of deposit for, any securities or interest therein; to acquire and exercise any proxies or powers of attorney or other privileges pertaining to any securities or interest therein;

(21) To render advisory, investigatory, supervisory, managerial or other like services, permitted to corporations, in connection with the promotion, organization, reorganization, recapitalization, liquidation, consolidation or merger of any person or in connection with the issuance, underwriting, sale or distribution of any securities issued in connection therewith or incident thereto; and to render general investment advisory or financial advisory or managerial services to any person or public authority;

(22) To cause or allow the legal title, or any legal or equitable estate, right or interest in any property, whether real, personal or mixed, owned, acquired, controlled or operated by the Corporation, to remain or to be vested or registered in the name of, or operated by, any person, formed or to be formed, either upon trust for or as agents or nominees of, this Corporation, or upon any other proper terms or conditions which the Board of Directors may consider for the benefit of the Corporation;

(23) To enter into any lawful arrangements for sharing profits, union of interest, reciprocal concession or cooperation with any person or public authority, in the carrying on of any similar business which the Corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the Corporation;

(24) To the extent suitable or necessary to carry out any of the purposes hereinbefore or hereinafter set forth, but only insofar as the same may be permitted to be done by a corporation organized under the Liberian Business Corporation Act, to buy, sell and deal in foreign exchange;

(25) To invest its uninvested funds and/or surplus from time to time to such extent as the Corporation may deem advisable in securities or in call and/or in time loans or otherwise, upon such security, if any, as the Board of Directors may determine, but the Corporation shall not engage in the banking business or exercise banking powers, and nothing in this Certificate contained shall be deemed to authorize it to do so;

(26) To issue, purchase, hold, sell, transfer, reissue or cancel the shares of its own capital stock or any securities of the Corporation in the manner and to the extent now or hereafter permitted by the Liberian Business Corporation Act; and provided further that shares of its own capital stock owned by the Corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders' quorum or vote;

(27) To act in any and all parts of the world in any capacity whatsoever as agent, broker, or representative,

general or special, for any person or public authority, including, but without limitation of the foregoing, to act as agent, broker or representative, general or special, for any person engaged in the business of writing insurance, but only to the extent permitted to corporations organized pursuant to the Liberian Business Corporation Act;

(28) To do any and all of the acts and things herein set forth, as principal, factor, agent, contractor, or otherwise, either alone or in company with others; and in general to carry on any other similar business which is incidental or conducive or convenient or proper to the attainment of the foregoing purposes or any of them and which is not forbidden by law; and to exercise any and all powers which now or hereafter may be lawful for the Corporation to exercise under the laws of Liberia; to establish and maintain offices and agencies within and anywhere outside of Liberia; and to exercise any or all of its corporate powers and rights in Liberia and in any foreign countries.

(29) To have and exercise all powers necessary or convenient to effect any and all of the purposes for which the corporation is formed including the powers listed in Section 2.2 of the Liberian Business Corporation Act.

C. The registered address of the Corporation in Liberia shall be 80 Broad Street, Monrovia, Liberia. The name of the Corporation's registered agent at such address shall be The International Trust Company of Liberia. The Corporation shall at all times remain a nonresident domestic corporation.

D. The aggregate number of shares that the Corporation is authorized to issue is 200 shares, of which 100 shares shall be Class A Common Shares, par value \$0.10 each (the "Class A Common Shares"); and 100 shares shall be Class B Common Shares, par value \$0.10 each (the "Class B Common Shares" and, together with the Class A Common Shares, the "Common Shares"). All Shares will be issued as registered shares.

All Common Shares will be identical and will entitle the holders thereof to the same rights and privileges, except as otherwise provided herein.

a. Voting Rights.

i. Class A Common Shares. Except as set forth herein or as otherwise required by law, each outstanding share of Class A Common Shares shall be entitled to vote on each matter on which the shareholders of the Corporation shall be entitled to vote, and each holder of Class A Common Shares shall be entitled to one vote for each such share held by such holder.

ii. Class B Common Shares. Except as set forth herein or as otherwise required by law, each outstanding share of Class B Common Shares shall not be entitled to vote on any matter on which the Shareholders of the Corporation shall otherwise be entitled to vote, and shares of Class B Common Shares shall not be included in determining the number of shares voting or entitled to vote on any such matters. On any matter on which the holders of shares of Class A Common Shares and the holders of shares of Class B Common Shares entitled to vote, except as otherwise required by law, all classes of Common Shares entitled to vote shall vote together as a single class, and each holder of Class B Common Shares entitled to vote shall be entitled to one vote for each such share held by such holder; provided, however, that notwithstanding the foregoing, holders of shares of the Class B Common Shares shall be entitled to vote as a separate class on any amendment to this paragraph (ii) and on any amendment, repeal or modification of any provision of this Certificate of Incorporation that adversely affects the powers, preferences or special rights of holders of the Class B Common Shares.

b. Dividends and Other Distributions. The Board of Directors of the Corporation may cause dividends to be paid to holders of Common Shares out of funds legally available for the payment of dividends. Any dividend or distribution on the Common Shares shall be payable on Class A Common Shares and Class B Common Shares shares and share alike; provided, however, that in the case of dividends payable in Common Shares of the Corporation, or options, warrants or rights to acquire such Common Shares, or securities convertible into or exchangeable for such Common Shares, the shares, options, warrants, rights or securities so payable shall be payable in shares of, or option, warrants or rights to acquire, or securities convertible into or exchangeable for, Shares to the same class upon which the dividend or distribution is being paid.

c. Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of Class A Common Shares and Class B Common Shares shall be

entitled to share ratably, share and share alike, in the remaining net assets of the Corporation.

E. The Corporation shall have every power which a corporation now or hereafter organized under the Liberian Business Corporation Act may have, including but not limited to the powers described in B.

F. The name and mailing address of each incorporator of these Articles of Incorporation is:

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares of Common Stock</u>
L.L. Satia	80 Broad Street Monrovia, Liberia	One

G. The number of directors constituting the initial board of directors is (3) . The number of directors shall be increased or decreased only by the shareholders.

H. Following adoption of the initial By-Laws, only the shareholders of the Corporation shall have the authority to adopt, amend or repeal the By-Laws of the Corporation.

I. Corporate existence shall begin upon filing these Articles of Incorporation with the Minister of Foreign Affairs as of the filing date stated on these Articles.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged this instrument on this 17th day of April, 1989 .

L. L. Satia

\$12.00 REVENUE STAMPS ON ORIGINAL

NOTARY CERTIFICATE

REPUBLIC OF LIBERIA)
 : SS:
COUNTY OF MONTSERRADO)

On this 17th day of April , 19 89,
before me personally came L.L. Satia
to me known and known to me to be the individual described
in and who executed the foregoing instrument and he duly acknowledged to me that the execution thereof was his act and deed.

Emogene M. Collins

Emogene M. Collins
Notary Public

\$2.50 REVENUE STAMPS ON ORIGINAL

THE INTERNATIONAL TRUST COMPANY OF LIBERIA

The International Trust Company of Liberia hereby
accepts its appointment as Registered Agent for

DEL MONTE FRESH FRUIT INTERNATIONAL (LIBERIA), INC.

and hereby certifies that the office of The International
Trust Company of Liberia is located at 80 Broad Street,
City of Monrovia, County of Montserrado, Republic of
Liberia.

THE INTERNATIONAL TRUST COMPANY OF LIBERIA

BY: 

AUTHORIZED SIGNATURE

Dated: **April 17, 1989**