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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. M & R FOOD PROVISION, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

ARTICLES OF INCORPORATION
OF
M & R FOOD PROVISION, INC.

FILED
01 APR 27 AM 11:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE - I
NAME

The name of this corporation is: M&R FOOD PROVISION, INC.

The business address of the corporation is: 1375 NW 89th Court, Miami, FL 33172.

ARTICLE - II
DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these articles.

ARTICLE - III
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business, including but not limited to food wholesale services, food broker services, food retail services and food related services.

ARTICLE - IV
CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to

issue is Five Hundred (500) common shares having a par value of One (\$1.00) Dollar per share.

ARTICLE - V **PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE - VI **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 10804 SW 88th Street, # 24, Miami, Florida 33176 and the name of the initial Registered Agent of this corporation at that address is FERNANDO RODRIGUEZ.

ARTICLE - VII **INITIAL BOARD OF DIRECTORS AND OFFICERS**

This corporation shall have two directors initially and two officers. The number of directors and officers may be either increased or diminished from time to time by the bylaws.

The names and addresses of the initial officers of this corporation who will serve as Directors are: TOM ALTAMURA, 8371 Roswell Road, Atlanta, GA 30338 and FERNANDO RODRIGUEZ, 10804 SW 88th Street, #24, Miami, FL 33176.

The name and address of the initial officer of this corporation who will serve as President is: FERNANDO RODRIGUEZ, 10804 SW 88th Street, #24, Miami, FL 33176.

The name and address of the initial officer of this corporation who will serve as Vice President is: TOM ALTAMURA, 8371 Roswell Road, Atlanta, GA 30338.

The name and address of the initial officer of this corporation who will serve as Secretary is: FERNANDO RODRIGUEZ, 10804 SW 88th Street, # 24, Miami, FL 33176.

The name and address of the initial officer of this corporation who will serve as Treasurer is: TOM ALTAMURA, 8371 Roswell Road, Atlanta, GA 30338.

ARTICLE - VIII **INCORPORATOR**

The name and address of the person signing these articles is: FERNANDO RODRIGUEZ, 10804 SW 88th Street, # 24, Miami, FL 33176.

ARTICLE - IX **BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

ARTICLE - X
APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not that approval is required by law.

ARTICLE - XI
DIRECTORS' COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE - XII
DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

ARTICLE - XIII
REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the board of directors when the reduction is not accompanied by any action requiring or constituting an amendment of the articles of incorporation.

ARTICLE - XIV
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or

director, to the full extent permitted by law.

**ARTICLE - XV
AMENDMENT**

This 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.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 24TH day of APRIL, 2001.

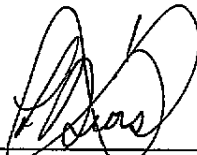


FERNANDO RODRIGUEZ
Subscriber

STATE OF FLORIDA }
COUNTY OF MIAMI-DADE } ss

BEFORE ME this day personally appeared FERNANDO RODRIGUEZ known to me to be the person described in and who executed the foregoing instrument and who acknowledged before me that he executed same.

My Commission Expires:

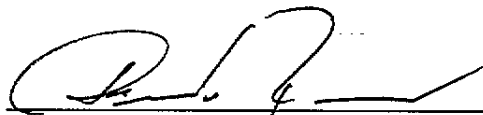


Notary Public



Lesly Diaz
My Commission CC928546
Expires April 17, 2004

I, the undersigned, hereby accept the appointment as Registered Agent of the above noted corporation. I am familiar with, and accept the obligations of, Section 607.325 of the Florida Statutes.



FERNANDO RODRIGUEZ
10804 SW 88th Street, # 24
Miami, FL 33176.

FILED
01 APR 27 AM 11:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA