

P02000025876

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000056825 1)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)205-0380

From: Account Name : WHITE & CASE
Account Number : 075410002143
Phone : (305)371-2700
Fax Number : (305)358-5744

RECEIVED

02 MAR 14 PM 4:20

DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAR 14 PM 4:57

FILED

BASIC AMENDMENT

DEAMBROSSI FOODS INC.

Table with 2 columns: Description and Amount. Rows include Certificate of Status (1), Certified Copy (1), Page Count (04), and Estimated Charge (\$52.50).

1590090-0999
ATTN: M. WAGONER

Handwritten notes and signatures including 'AM/Post/NC', 'KCB', '3/15', and a circled signature.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 14, 2002

DEAMEROSI FOODS INC.
13407 SW 12TH TERR.
MIAMI, FL 33184

SUBJECT: DEAMEROSI FOODS INC.
REF: F02000025876

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

PLEASE REMOVE THE COMMA FROM THE CORPORATE NAME.

INCORPORATORS CAN NOT BE CHANGED. IM SORRY I DIDN'T MENTION THIS IN THE FIRST LETTER. ORIGINALLY, JUDITH MAGARINOS WAS NOT LISTED AS INCORPORATOR. AMERICO AND JOAQUIN DEAMEROSI WERE THE ORIGINAL SUBSCRIBERS/INCORPORATORS.

Sorry I should have caught both errors thank you.

Please return 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) 245-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H02000056825
Letter Number: 002A00015469

Please note name is being changed to drop the double S on Deambrosi



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 14, 2002

DEAMBROSSI FOODS INC.
13407 SW 12TH TERR.
MIAMI, FL 33184

SUBJECT: DEAMBROSSI FOODS INC.
REF: F02000025876

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

IS THE ADDRESS IN ARTICLE I SIMPLY A MAILING ADDRESS IN ADDITION TO THE PRINCIPAL OFFICE AT 13407 SW 12TH TERRACE, OR DOES IT REPLACE THIS OLD ADDRESS?

Please return 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) 245-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H02000056825
Letter Number: 802A00015403

*Replaces
Article
I
Revised*

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DEAMBROSSI FOODS INC.

FILED
02 MAR 14 PM 4:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby files these Amended and Restated Articles of Incorporation of DEAMBROSSI FOODS INC. (the "Corporation") amending and restating the Articles of Incorporation of the Corporation (Document No. P02000025876), which were originally filed with the Secretary of State of Florida on March 5, 2002. These Amended and Restated Articles of Incorporation were duly adopted by the unanimous written consent of the board of directors of the Corporation dated as of March 14, 2002 before the issuance of shares of the Corporation, and are filed in accordance with 607.1005 and 607.1007 of the Florida Business Corporation Act.

ARTICLE I
Name and Principal Office of Corporation

The name of this Corporation shall be DEAMBROSSI FOODS, INC. The principal address of the Corporation shall be 6915 N.W. 109th Avenue, Miami, FL 33178.

ARTICLE II
Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any

provisions in this or any other Article of these Amended and Restated Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

ARTICLE III
Stock

The total authorized capital stock of the Corporation shall be 1,000 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV
Incorporator

The name and street address of the Incorporators of this Corporation are as follows:

Americo Deambrossi	Joaquin Deambrossi
13407 SW 12 Terrace	13407 SW 12 Terrace
Miami, Florida 33184	Miami, Florida 33184

ARTICLE V
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI
Address of Registered Office and Registered Agent

The street address of the Registered Office of this Corporation in the State of Florida shall be 6915 N.W. 109th Avenue, Miami, FL 33178. The name of the Registered Agent of this Corporation at the above address shall be Judith Magariños.

ARTICLE VII
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the By-Laws, and until such time as the By-Laws have been adopted, the Board of Directors shall consist of two (2) persons.

Fax Audit No. H02000056825

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation to the foregoing Amended and Restated Articles of Incorporation, has hereunto set his hand and seal this 14th day of March, 2002.


Americo J. Deambrosi
President

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.


Judith Magarinos
Registered Agent