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**Florida Department of State
Division of Corporations
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To:
 Division of Corporations
 Fax Number : (850)205-0381

From:
 Account Name : FAS-T CORP. AGENTS, INC.
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.
PARTNER'S GOURMET DISTRIBUTORS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

ARTICLES OF INCORPORATION
OF

PARTNER'S GOURMET DISTRIBUTORS, INC.

I, the undersigned, being desirous of forming a corporation under the Laws of the State of Florida, Declare:

ARTICLES I: NAME

The name of this Corporation shall be: PARTNER'S GOURMET DISTRIBUTORS, INC.

ARTICLE II: Authorized Shares

The maximum number of shares which the corporation is authorized to issue and have outstanding at any time is 1000 shares of common stock, and which common stock shall have a par of \$1.00 (one dollar) per share. All stock is to be issued fully paid and exempt from assessment.

ARTICLE III: Terms of Corporate Existence

The date when corporate existence shall commence shall be upon the filing of these Articles with the Department of State. The corporation shall have perpetual existence unless dissolved according to law.

ARTICLE IV: Registered Office and Agent

In Pursuance of Chapter 607.34 Florida Statutes, the Following is submitted, in compliance with said Act:

First-That PARTNER'S GOURMET DISTRIBUTORS, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the articles of incorporation at City of Miami, County of Miami-Dade, State of Florida had named CARMEN AIXA SEDA, 275 FONTAINEBLEAU BLVD., 160-A, MIAMI, FL 33172 as its agent to accept service of process within this state.

Having been named to accept service of process for the above state corporation, at place designated in this 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.

By: *Carmen Aixa Seda*
CARMEN AIXA SEDA
Registered Agent

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275 FONTAINEBLEAU BLVD.
SUITE 160-A
MIAMI, FL 33172

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ARTICLE V: Principal Place of Business

The principal place of business and address is the following:

275 FONTAINBLEAU BLVD
SUITE 160-A
MIAMI, FL 33172

ARTICLES VI: Directors

The business of the corporation shall be managed by the Board of Directors. The number of directors of the corporation shall be no less than (1) nor more than seven (7), the exact number to be determined from time to time in accordance with the By-Laws and any Shareholders Agreement effect.

This corporation shall have one (1) director(s) initially.

The name and address of the initial Directors of this Corporation are:

CARMEN ADXA SEDA	PRESIDENT	275 FONTAINBLEAU BLVD #160 MIAMI, FL 33172
CARMEN IRIZARRY	VICE PRESIDENT/ SECRETARY	275 FONTAINELEAU BLVD #160 MIAMI, FL 33172

The name and address of the incorporators and subscribers hereto is as follows:

CARMEN AIXA SEDA	50% SHARES	275 FONTAINEBLEAU BLVD #160 MIAMI, FL 33172
CARMEN IRIZARRY	50% SHARES	275 FONTAINEBLEAU BLVD #160

Corporator, director and every office of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fee reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being of having been a director or officer of the corporation, or willful misfeasance in the performance of his duties; provided that in the event of settlement the indemnification herein shall apply only when

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the Board of Directors approves, by a two-thirds vote, such settlement and reimbursement and reimbursement as being for the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive off all other rights to which such director or office may be entitled.

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ARTICLE VII

BYLAWS

Were not inconsistent with law, or these Articles, the Bylaws of the corporation may contain any provision for the regulation and management of the affairs of the corporation, including but not limited to restrictions on the transfer or issuance of shares and voting and/or quorum requirements at shareholders and/or director meetings. In witness whereof, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this, 24 day of April, 2002.


CARMEN ADKA SEDA
PRESIDENT / INCORPORATOR

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