

*PO00065797*

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.**

(((H02000152360 ?)))

**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) 205-0381

From:  
Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

02 JUN 13 PM 5:04  
SECRETARY OF STATE  
KATHERINE HARRIS  
TALLAHASSEE FLORIDA

FILED

**FLORIDA PROFIT CORPORATION OR P.A.**

**DEZIRABLE FOODS U.S.A., INC.**

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

*6/12*

U

ARTICLES OF INCORPORATION

#02000152360 OF

DEZIRABLE FOODS U.S.A., INC.

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I. - NAME

The name of the corporation is **DEZIRABLE FOODS U.S.A., INC.**

ARTICLE II. - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

ARTICLE III. - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV. - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V. - TERM

This corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI. - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

Prepared by:

Alan R. Burton, Esq.  
1900 W. Commercial Boulevard, Suite 100  
Ft. Lauderdale, FL 33309  
(954) 229-1660  
FBN 27897

#02000152360

FILED  
02 JUN 13 PM 5:04  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ARTICLE VII. - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office and mailing address of this corporation is 2895 N.E. 32<sup>nd</sup> Street, Suite 208, Ft. Lauderdale, Florida 33306 and the name of the initial registered agent of this corporation is Raymond Todd Mailley, whose address is 2895 N.E. 32<sup>nd</sup> Street, Suite 208, Ft. Lauderdale, Florida 33306.

ARTICLE VIII. - INITIAL BOARD OF DIRECTORS

This corporation shall have at least two (1) director initially with the exact number of director to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is Raymond Todd Mailley, 2895 N.E. 32<sup>nd</sup> Street, Suite 208, Ft. Lauderdale, Florida 33306.

ARTICLE IX. - INCORPORATOR

The name and address of the persons signing these Articles of Incorporation is Raymond Todd Mailley, 2895 N.E. 32<sup>nd</sup> Street, Suite 208, Ft. Lauderdale, Florida 33306.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

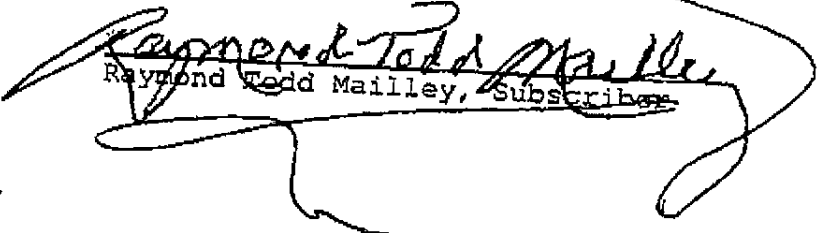
ARTICLE XI.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he or she were not such director or officer of such other corporation, or not so interested.

ARTICLE XI.

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stock-holders and upon the dividends due them from any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of June, 2002.

  
Raymond Todd Mailley, Subscriber

STATE OF FLORIDA       )  
                                  ) SS.  
COUNTY OF BROWARD    )

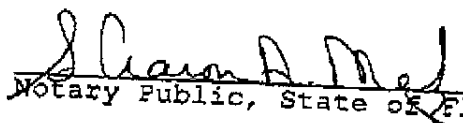
I HEREBY CERTIFY that on this day before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **Raymond Todd Mailley**, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he duly acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS MY HAND and official seal this 5th day of June, 2002.

My Commission Expires:



Sharon Metz  
MY COMMISSION # 00181025 EXPIRES  
March 17, 2006  
BONDED BY NEW YORK FIDELITY & GUARANTEE CO. INC.

  
Notary Public, State of Florida

H02000152360

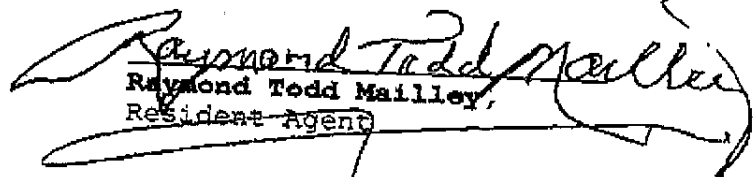
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **DEZIRABLE FOODS U.S.A., 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 Ft. Lauderdale, County of Broward, State of Florida, has named **RAYMOND TODD MAILLEY**, located at 2895 N.E. 32<sup>nd</sup> Street, Suite 208, Ft. Lauderdale, Florida 33306 of Broward County, State of Florida, as its agent to accept service of process with the State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above 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.

  
Raymond Todd Mailley,  
Resident Agent

**FILED**  
02 JUN 13 PM 5:04  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

H02000152360