

PO200010 | 2397

LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

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

EFFECTIVE DATE
09/17/02

1. ELITE FOODS & WINES, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

100007904271--8
-09/23/02--01004--017
*****78.75 *****78.75

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in
 Pick up time 2.00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

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 P.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 type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 02 SEP 20 PM 1:03
 02 SEP 20 PM 3:40
 TALLAHASSEE, FLORIDA

T. SMITH SEP 23 2002

Examiner's Initials

3

ARTICLES OF INCORPORATION

EFFECTIVE DATE
09/17/02

The Undersigned, acting as incorporator of a corporation, under the Florida General Corporation Act., adopts the following Articles of Incorporation of such Corporation.

ARTICLE I

The name of the Corporation is ELITE FOODS & WINES, INC.

ARTICLE II

The date of commencement of corporation existence is the 17 day of SEPTEMBER 2002, and the period of its duration is perpetual.

ARTICLE III

The purpose of the Corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The Corporation shall have the authority to issue 100 shares, all in one class \$1.00 value.

ARTICLE V

The Address of its Registered Office is 8264 NW 70TH ST MIAMI, FL 33166. This is the Principal Office of the Corporation, and the name of its initial Registered Agent (s) (is) (are) JOSE F IRIBARREN.

ARTICLE VI

The number of Director (s) constituting its initial Board of Directors (is) (are) ONE (which) (whose) name (s) (is) (are) PRESIDENT - JOSE F IRIBARREN.

ARTICLE VII

The name and address of the incorporator (s) (is) (are) JOSE F IRIBARREN 13345 NW 9 LANE MIAMI, FL 33182.

ARTICLE IX


Preemptive Rights shall be as follows: subject to the restrictions of the Florida General Corporation Act., the holders of the common stock of this corporation shall have preemptive rights to purchase at price, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of the corporation as may be issued for money or any property, or services from time to time, in addition to that stock authorized (and issued) by the Corporation.

The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the Holder to all shares of common stock currently authorized and issued.

DATED THIS 17 day of SEPTEMBER 2002.

X JOSE F. IRIBARREN

X

X 
Signature

X

Signature

02 SEP 20 PM 1:03
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE: NAMING AGENT UPON PROCESS MAY BE SERVED:** In
pursuance of Chapter 48.091 Florida Statutes, the following if submitted in compliance with said Act.

First ELITE FOODS & WINES, INC desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of MIAMI County of Dade, State of Florida, has named JOSE F IRIBARREN, located at 8264 NW 70TH ST MIAMI FL 33166 as its Agent to accept services of process within this State **ACKNOWLEDGEMENT:** Having been named to accept, services of process for the above State Corporation, at place designated in this Certificate: (I) (We) hereby accept, to act, in this capacity and agreed to comply with the provisions of said Act., relative to keeping open Said Office.

X 
RESIDENT AGENT
JOSE F. IRIBARREN

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