P91000029641

Requestor's Name

PO Box 11221 96 APR -4 AM 11:01
Address
DIVISION OF CORPORATION

Tall FL 32302
City/State/Zip Phone #

Office Use Only

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

1. Global Smoked Foods U.S.A. Inc. (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

☑ Walk in ☐ Pick up time ______ ☐ Certified Copy
☐ Mail out ☐ Will wait ☑ Photocopy ☐ Certificate of Status

	NEW FILINGS
✓	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

	AMENDMENTS
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

	OTHER FILINGS
	Annual Report
	Fictitious Name
	Name Reservation

	REGISTRATION/ QUALIFICATION
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

FILED
96 APR -4 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials	DC 4/4/96

CR2E031(1.95)

ARTICLES OF INCORPORATION

OF

GLOBAL SMOKED FOODS U.S.A., INC.

FILED
96 APR -4 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do 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 and PRINCIPAL OFFICE

The name of this corporation shall be GLOBAL SMOKED FOODS U.S.A., INC. and the principal place of business and mailing address of this corporation shall be 550 N.E. 185th Street, Miami, Florida 33179. The corporation has the privilege of having branch offices within or without the State of Florida.

ARTICLE II
DURATION

This corporation shall commence its existence as of the filing of these Articles with the Secretary of State of Florida and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV
CAPITALIZATION

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1000	-0-	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every shareholder of this corporation shall have the pre-emptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be at First Union Financial Center, Suite 3150, 200 South Biscayne Boulevard, Miami, Florida 33131-2311, and the initial registered agent at that address shall be Paul J. McMahon.

ARTICLE VI
INCORPORATOR

The name and address of the Incorporator is Stephen Rose, 9561 Fontainebleau Boulevard, Apt. #104, Miami, Florida 33172.

ARTICLE VII
DIRECTOR CONFLICT OF INTEREST

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 such director 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 who is also a director or an officer of such other corporation, or who 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 such director were not such a director or officer of such other corporation, or not so interested.

ARTICLE VIII
NO SHAREHOLDER LIABILITY

The private property of the shareholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE IX
INDEMNIFICATION

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, either now or hereafter in effect.

* * * * * * * *

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 30th day of March, 1996.

Stephen Rose, Incorporator

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

In compliance with the laws of the State of Florida, the following is submitted:

GLOBAL SMOKED FOODS U.S.A., INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 550 N.E. 185th Street, Miami, Florida 33179, has named Paul J. McMahon, Esq., First Union Financial Center, Suite 3150, 200 South Biscayne Boulevard, Dade County, Florida 33131-2311, as its statutory Resident Agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named the statutory Resident Agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by Section 607.0505 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.

Paul J. McMahon
Registered Agent

FILED
96 APR -4 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DATED: This 30th day of March, 1996

\grant\articles

P96000029641

Law Offices
Cuevas & Rubin, P.A.

Andrew Cuevas
Jonathan R. Rubin

9200 South Dadeland Blvd
Suite 603
Miami, Florida 33156

Telephone (305) 670-1144
Fax (305) 670-0407
E-MAIL: cuevas@netrunner.net

Broward Office
Emerald Hills Executive
Plaza One, Suite 500
4601 Sheridan Street
Hollywood, Florida 33021
Telephone (954) 966-0960
Fax (954) 986-9313

Please Reply to Miami Office

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*****43.75 *****43.75

July 17, 1997

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Global Smoked Foods U.S.A., Inc.
Document Number: P96000029641

Via FedEx

Dear Sir/Madam:

Enclosed please find the 1997 annual report for the above corporation and the requisite filing fee of $550.00. Moreover, enclosed please find the Articles of Amendment of the Articles of Incorporation and the requisite fee of $35.00, plus $8.75, for a total of $43.75 for the certificate of status.

Please return the certificate of status to 9200 South Dadeland Boulevard, Suite 603, Miami, Florida 33156.

Thank you for your cooperation.

Sincerely,

CUEVAS & RUBIN, P.A.

Jonathan R. Rubin

JONATHAN R. RUBIN
Encl.

FILED
97 JUL 18 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C Amend

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

GLOBAL SMOKED FOODS U.S.A., INC.

(present name)

97 JUL 18 AM 10:02 FILED SECRETARY OF STATE TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE I is hereby amended as follows: The name of this corporation shall be MACKNIGHT SMOKED FOODS FLORIDA, INC. and the principal place of business shall be 550 N.E. 185th Street, Miami, Florida 33179. The corporation has the privilege of having branch offices within or without the State of Florida.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: July 17,1997.

FOURTH: Adoption of Amendment(s) (check one)

☑ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by ______________________."
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

(continued)

Signed this 17th day of July, 19 97.

Signature ____________________
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Jonathan S.R. Brown
Typed or printed name

President
Title

P96000029641

Law Offices
Cuevas & Rubin, P.A.
9200 South Dadeland Blvd
Suite 603
Miami, Florida 33156

Andrew Cuevas
Jonathan R. Rubin

Telephone (305) 670-1144
Fax (305) 670-0407
E-MAIL: cuevas@netrunner.net

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*****35.00 *****35.00

October 17, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: MacKnight Smoked Foods Florida, Inc.

Dear Sir/Madam:

Enclosed please find the requisite fee of $35.00 to change the name of the registered agent along with the form.

Thank you for your cooperation.

Sincerely,

CUEVAS & RUBIN, P.A.

Jonathan R. Rubin

JONATHAN R. RUBIN
Encl.

FILED
97 OCT 20 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R.A. Change
NFJ 10-22-97

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida *submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.*

1. The name of the corporation is: MacKnight Smoked Foods Florida, Inc.

2. The mailing address of the corporation is : 550 NE 185th Street, Miami, FL 33179

3. Date of incorporation/qualification: April 4, 1996 Document number: P96000029641

4. The name and address of the current registered agent and office:

Paul J. McMahon
200 South Biscayne Blvd., Suite 3150
Miami, FL 33131-2311

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97 OCT 20 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Jonathan R. Rubin
9200 South Dadeland Blvd., Suite 603
Miami, FL 33156

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice chairman of the board) September 4, 1997 (Date)

Jonathan S.R. Brown President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

(Signature of Registered Agent) 9/4/97 (Date)

If signing on behalf of an entity:

(Typed or Printed Name) (Capacity)

CR2E045(1/95)

FILING FEE: $35.00