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LAW OFFICES OF
ERIC P. LITTMAN, P.A.
1428 BRICKELL AVENUE
EIGHTH FLOOR
MIAMI, FLORIDA 33131

MARK J. BRYN
OF COUNSEL

TEL.: (305) 372-3388
FAX: (305) 372-0280


May 31, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-06/04/96--01117--019
****122.50 ****122.50

Re: Articles of Incorporation
Ira Food Brokers Corp.

Gentlemen:

Enclosed please find two original Articles of Incorporation for Ira Food Brokers Corp. Please return a certified copy of each to our office. Enclosed is a check in the amount of $122.50 to cover the fees.

Very truly yours,

Eric P. Littman

EPL/ijc

Enclosures

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6-6-96
TB

FILED
96 JUN -3 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
95 JUN -3 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

***ARTICLES OF INCORPORATION***
***OF***
***IRA FOOD BROKERS CORP.***

The undersigned, desiring to form a corporation (the "Corporation") under the laws of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I**
**CORPORATE NAME**

The name of the Corporation is Ira Food Brokers Corp.

**ARTICLE II**
**PURPOSE**

The Corporation shall be organized for any and all purposes authorized under the laws of the state of Florida.

**ARTICLE III**
**PERIOD OF EXISTENCE**

The period during which the Corporation shall continue is perpetual.

**ARTICLE IV**
**SHARES**

The capital stock of this corporation shall consist of 50,000,000 shares of common stock, $.001 par value.

**ARTICLE V**
**PLACE OF BUSINESS**

The initial address of the principal place of business of this corporation in the State of Florida shall be 1428 Brickell Avenue, 8th Floor, Miami, FL 33131. The Board of Directors may at any time and from time to time move the principal office of this corporation.

**ARTICLE VI**
**DIRECTORS AND OFFICERS**

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall be not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws.

The number of persons constituting the Initial Board of Directors shall be 1. The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided in the By-Laws. The name and addresses of the initial Board of Directors and officers are as follows:

Ira Schwartz
3501 Emerald Point Drive
Suite 105B
Hollywood, FL 33019

President/Director

## ARTICLE VII
## DENIAL OF PREEMPTIVE RIGHTS

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the board of Directors.

## ARTICLE VIII
## AMENDMENT OF BYLAWS

Anything in these Articles of Incorporation, the Bylaws, or the Florida Corporation Act notwithstanding, bylaws shall not be adopted, modified, amended or repealed by the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

## ARTICLE IX
## SHAREHOLDERS

9. I. Inspection of Books. The board of directors shall make reasonable rules to determine at what times and places and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative of a shareholder.

9.2. Control Share Acquisition. The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor provision shall not apply to the Corporation.

9.3. Quorum. The holders of shares entitled to one-third of the votes at a meeting of shareholder's shall constitute a quorum.

9.4. Required Vote. Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

## ARTICLE X
## LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have kthe power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

## ARTICLE XI
## SUBSCRIBER

The name and address of the person signing these Articles of Incorporation as subscriber is:

Eric P. Littman
8th Floor
1428 Brickell Avenue
Miami, FL 33131

## ARTICLE XII
## CONTRACTS

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

## ARTICLE XIII
## RESIDENT AGENT

The name and address of the initial resident agent of this corporation is:

Eric P. Littman
1428 Brickell Avenue
8th Floor
Miami, FL 33131

IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles of Incorporation this on May 31, 1996.

Eric P. Littman, Subscriber

Subscribed and Sworn on May 31, 1996
Before me:

Isabel J. Cantera

Isabel Cantera, Notary Public

My Commission Expires: ISABEL J. CANTERA MY COMMISSION # CC 429309 EXPIRES: February 25, 1999 Bonded Thru Notary Public Underwriters

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

Having been named to accept service of process for IRA FOOD BROKERS CORP. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

FILED
95 JUN -3 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Eric P. Littman

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**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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

Ira Food Brokers Corp

___ Art of Inc. File___
___ LTD Partnership File___
___ Foreign Corp. File___
___ L.C. File___
___ Fictitious Name File___
___ Name Reservation___
___ Merger File___
✓ Art. of Amend. File___
___ RA Resignation___
___ Dissolution / Withdrawal___
___ Annual Report / Reinstatement___
___ Cert. Copy___
___ Photo Copy___
___ Certificate of Good Standing___
___ Certificate of Status 6/5
___ Certificate of Fictitious Name___
___ Corp Record Search___
___ Officer Search___
___ Fictitious Search___
___ Fictitious Owner Search___
___ Vehicle Search___
___ Driving Record___
___ UCC 1 or 3 File___
___ UCC 11 Search___
___ UCC 11 Retrieval___
___ Courier___

FILED
97 JUN -5 PM 12:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
97 JUN -5 AM 10:58
DIVISION OF CORPORATIONS

For Name Change

Signature ___

Requested by: Jen 6/5 9:30
Name Date Time

Walk-In ___ Will Pick Up ___

FILED

97 JUN -5 PM 12:30

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**AMENDMENT TO**

**ARTICLES OF INCORPORATION**

**OF**

**IRA FOOD BROKERS CORP.**

THE UNDERSIGNED, being the president of IRA FOOD BROKERS CORP. does hereby amend the Articles of Incorporation of IRA FOOD BROKERS CORP. as follows:

ARTICLE III

**NAME**

Effective upon the date of filing of this amendment, the name of the corporation shall be AMERICAN -INTERNATIONAL FOOD CORP.

I hereby certify that the following was adopted by a majority vote of the shareholders and directors of the corporation on May 16, 1997 and that the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, I have hereunto subscribed to and executed this Amendment to Articles of Incorporation this on 29 day of May, 1997.

Gerald Cohn
Gerald Cohn, President

State of Florida
County of Dade

The foregoing instrument was acknowledged before me this 29 day of May, 1997, by Gerald Cohn, who is personally known to me, or who have produced license as identification.

Carol Shecter
Notary Public

My commission expires:

CAROL SHECTER
MY COMMISSION # CC 618630
EXPIRES: April 24, 2001
Bonded Thru Notary Public Underwriters

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