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TO: DIVISION OF CORPORATIONS

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CONTACT: RAY STORMONT
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NAME: DELAROSA RINE FOODS, INC.
AUDIT NUMBER.....H08000012120
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0
CERT. COPIES.....1

PAGES..... 5
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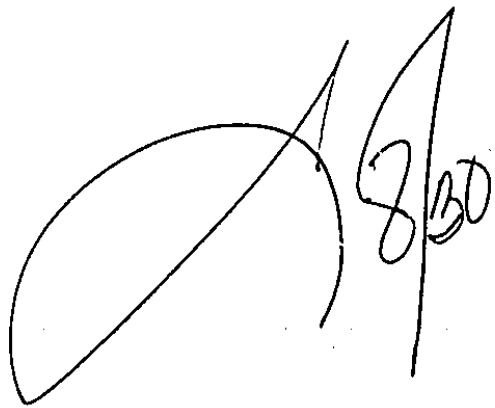
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ARTICLES OF INCORPORATION
OF

DeLaROSA FINE FOODS, INC.

The undersigned incorporator for the purpose of forming a corporation, pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation shall be:

"DeLaRosa Fine Foods, Inc."

ARTICLE II - INCORPORATION

This Corporation shall be in existence as of the date of filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE III - MAILING ADDRESS/PRINCIPAL OFFICE

The principal office of the Corporation shall be:

901 N.E. 173rd Street
North Miami Beach, Florida 33162

The mailing address of the Corporation shall be:

799 Brickell Plaza
Suite 900
Miami, Florida 33131

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue ONE HUNDRED THOUSAND (100,000) shares, with a par value of One and 00/100 Dollars (\$1.00).

Prepared by:
Carol S. Faber, Esq.
Perlman and Faber, P.A.
799 Brickell Plaza, #900
Miami, FL 33131
(305) 374-5646
Bar #: 371521

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is PERLMAN AND FABER, P.A., Suite 900, 799 Brickell Plaza, Miami, Florida 33131, and the initial registered agent of this Corporation at that address is PERLMAN AND FABER, P.A.

ARTICLE VI - INCORPORATORS

The name and address of the incorporator to these Articles is:

Carol S. Faber, Esq.
PERLMAN AND FABER, P.A.
Suite 900, Brickell Centre
799 Brickell Plaza
Miami, Florida 33131

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished, from time to time, pursuant to the By-laws, but shall never be less than three (3).

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

Asher Girshberg
901 N.E. 173rd Street
North Miami Beach, FL 33162

Maurice Abady
c/o Perlman and Faber, P.A.
799 Brickell Plaza, Suite 900
Miami, FL 33131

Herbert Abady
c/o Perlman and Faber, P.A.
799 Brickell Plaza, Suite 900
Miami, FL 33131

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ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any and all persons who may serve or have served at any time as Directors or Officers, or who, at the request of the Board of Directors or Shareholders of the Corporation, may serve as directors or officers of another corporation in which the Corporation at such time may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, attorneys' fees and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties or a party, or which may be asserted against them, or any of them, by reason of being or having been Directors or Officers of the Corporation, or of such other corporation, except to the extent prohibited under Florida law and except in relation to matters as to which any such Director or Officer shall be adjudged in any action, suit or proceeding to be liable for his own knowing violation of law or willful misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, By-law, agreement, vote of Shareholders, or otherwise.

The private property of the Shareholders shall not be subject to the payment of the corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its

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Shareholders, and upon dividends due them, for any indebtedness to the Corporation of such Shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of August, 1996.

Carol S. Faber
Carol S. Faber, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF MY DUTIES AND THE UNDERSIGNED HEREBY ACCEPTS THE DUTIES AND OBLIGATIONS OF SECTION 607.0605, FLORIDA STATUTES.

Dated this 28th day of August, 1996.

PERLMAN AND FABER, P.A.

BY: Carol S. Faber
Carol S. Faber

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