



P97000049987

ACCOUNTING SYSTEMS & TAXES INC.

2803 DAVIE BOULEVARD
FORT LAUDERDALE, FLORIDA 33312
(305) 792-8317

May 2, 1997

FLORIDA DEPARTMENT OF STATE
CORPORATE RECORDS
P.O. BOX 6327
Tallahassee, FL 32314

800002168768--8
-05/06/97--01155--021
****122.50 ****122.50

RE: ARTICLES OF INCORPORATION
of: ARGEN FOODS, INC.

Dear Sir:

Enclosed please find Articles of Incorporation of the subject corporation
and our check No. 2615 for the amount of \$ 122.50 as follows:

Charter Tax _____ thous. @ \$4.00.....\$	
Filing Fees.....	<u>35.00</u>
Registered Agent Fees.....	<u>35.00</u>
Certification copy.....	<u>52.50</u>
Total Check.....\$ <u>122.50</u>	

Please forward copies to: ACCOUNTING SYSTEMS & TAXES, INC.
P.O. BOX 451747
SUNRISE, FL 33345-1747

Thank you,

Carmen Betancourt
Accounting Systems & Taxes, Inc.

FILED
97 JUN -6 AM 8 54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~W97-1001~~
DN 6-6-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 12, 1997

ACCOUNTING SYSTEMS & TAXES, INC.
P.O. BOX 451747
SUNRISE, FL 33345-1747

SUBJECT: ARGEN FOODS, INC.
Ref. Number: W97000010801

We have received your document for ARGEN FOODS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

THE PERSON DESIGNATED AS PRESIDENT OF THIS CORPORATION AND THE PERSON SIGNING AS PRESIDENT ARE NOT CONSISTANT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

John Nedeau
Document Specialist

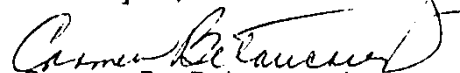
Letter Number: 497A00025090

06/02/97

Dear John:

According to our telephone conversation today in regard of the above mentioned, enclose please find the Articles of the Corp. for the correct execution. The person designated and signatures are correct.

Thank you,


Carmen E. Betancourt
President

X

ARTICLES OF INCORPORATION

OF

ARGEN FOODS, INC.

97 JUN -6
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FILED
MAY 24 1967

The subscriber officer(s) do hereby certify that (we) I have formulated the following corporation for profit under the laws of the State of Florida, and that (we) I have become such corporation under and pursuant to the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is: ARGEN FOODS, INC.

ARTICLE II: NATURE OF BUSINESS

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

ARTICLE III: CAPITAL STOCK

The original capital stock of this corporation shall be 50,000 shares common stock par value \$1.00 each, total \$50,000.00 all of which shall be fully paid in cash, property, labor or services at a just valuation to be fixed by the stockholder(s).

The amount of capital with which this corporation shall begin business shall be not less than \$320.00.

ARTICLE IV: TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE V: ADDRESS

The registered office address is located at: 11501 SW 9th Street
Ft. Lauderdale, FL 33325

This is the same address of the Principal Office.

ARTICLE VI: DIRECTOR(S)

The corporation has One (1) director(s). The name(s) and post office address of the first director(s) shall be: Angel A. Sine
11501 SW 9th Street
Ft. Lauderdale, FL 33325

This is the same address of the Registered Agent.

ARTICLE VII: CORPORATION
MANAGEMENT BY STOCKHOLDERS

The business of the corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors. This Certificate of Incorporation may be amended in any manners consistent with the laws of the State of Florida.

The Name and Address of the Incorporators are:

Angel A. Sine
11501 SW 9th Street
Ft. Lauderdale, FL 33325

A.A.S.

Nieves V. Gabbi
11501 SW 9th Street
Ft. Lauderdale, FL 33325

N.V.G.

ARTICLE VIII: OFFICERS AND STOCKHOLDER(S)

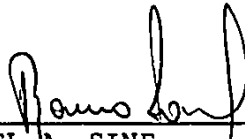
The officers of this corporation shall be **PRESIDENT** and **SECRETARY** and such officers and agents as may be deemed necessary. All officers, agents and factors as may be deemed necessary shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the **By-Laws** or determined by the stockholder(s).

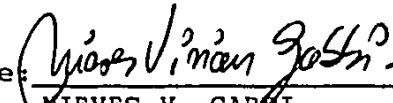
Any person may hold two or more offices.

The name(s) and post office address of the first President and Secretary of this corporation, who shall hold office for the first year, or until their successors are chosen and qualified, shall be:

PRESIDENT

SECRETARY

Signature: 
ANGEL A. SINE
11501 SW 9th Street
Ft. Lauderdale, FL 33325

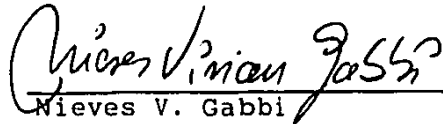
Signature: 
NIEVES V. GABRI
11501 SW 9th Street
Ft. Lauderdale, FL 33325

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

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

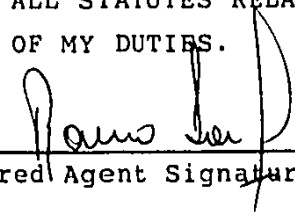
FIRST: THAT ARGEN FOODS, INC.
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE
OF FLORIDA. WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY
OF Fort Lauderdale

STATE OF FLORIDA, HAS NAMED ANGEL A. SINE
LOCATED AT 11501 SW 9th Street, Ft.Lauderdale, FL 33325
CITY OF Fort Lauderdale STATE OF FLORIDA, AT ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


Nieves V. Gabbi
TITLE Secretary

DATE 05/02/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCEEDS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICA-
TE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE
TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


Registered Agent Signature

DATE: 05/02/97

FILED
97 JUN -6 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA