

P95000048540

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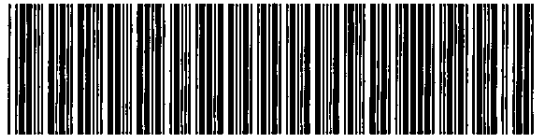
(Business Entity Name)

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Approved & Resubmitted

[Signature]

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07 FEB - 8 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: STEAM IN FOODS & BEVERAGES, INC.

DOCUMENT NUMBER: P95000048540

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JULIO C. BARBOSS, ESQ.
(Name of Contact Person)

STEAM IN FOODS & BEVERAGES, INC.
(Firm/ Company)

801 MICHAEL WAY RD. # 16
(Address)

MIAMI, FL 33131
(City/ State and Zip Code)

For further information concerning this matter, please call:

JULIO C. BARBOSS at (305) 373-2777
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
STEAK IN FOODS & BEVERAGES, INC.**

FILED
07 FEB -8 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, the Articles of Incorporation of **STEAK IN FOODS & BEVERAGES, INC.**, a Florida corporation, are amended and restated to read in their entirety as follows:

**ARTICLE I
NAME**

The name of the corporation is **STEAK IN FOODS & BEVERAGES, INC.** (the "Corporation").

**ARTICLE II
DURATION AND PLACE OF BUSINESS**

The period of duration of the Corporation is perpetual and its principal place of business is at 801 Brickell Bay Drive, Box 16, Miami, FL 33131. The corporation may also maintain an office or offices at such other place or places, either within or without the State of Florida as may be determined, from time to time, by the Board of Directors.

**ARTICLE III
PURPOSE**

The purposes for which the Corporation is organized are to engage in any lawful act or activity for which corporations may be organized under Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act").

**ARTICLE IV
SHARES OF STOCK**

The total number of shares of capital stock that the Corporation shall have authority to issue is One Thousand (1,000), all of which are to be common stock with par value of \$1.00 per share.

**ARTICLE V
MANAGEMENT**

Subject to the provisions of the Florida Business Corporation Act, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

1. The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.
2. An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.
3. The Board of Directors shall have power to make and alter the Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.
4. The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.

ARTICLE VI LIMITATION OF DIRECTORS' LIABILITY

The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under the Florida Business Corporation Act.

ARTICLE VII INDEMNIFICATION OF CORPORATE AGENTS.

The Corporation is authorized to provide indemnification of its agents (as defined in Section 607.0850 of the Florida Business Corporation Act) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, subject to the applicable limits set forth in Section 607.0850(7) of the Florida Business Corporation Act with respect to actions for breach of duty to the corporation and its shareholders.

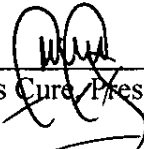
1. Any repeal or modification of the foregoing provisions of this Article VII shall not adversely affect any right or protection of a director or agent of the Corporation existing at the time of such repeal or modification.

ARTICLE IX SHAREHOLDER ACTION NOT REQUIRED.

The foregoing amendments and restatement were adopted with approval of the Board of Directors without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned have hereunto executed these Articles of Incorporation on this 15th day of January 2007.

STEAK IN FOODS & BEVERAGES, INC.

By: 
Carlos Cure, President

By: 
Jadel Pires, Vice-President