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COR AMND/RESTATE/CORRECT OR O/D RESIGN

RUPARI FOOD SERVICES, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

**RUPARI FOOD SERVICES, INC.
(A Florida Corporation)**

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned hereby adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is **Rupari Food Services, Inc.** (the "Corporation"). The date of filing the original Articles of Incorporation with the Secretary of State was January 13, 1978, as amended from time-to-time thereafter. The document number assigned to the Corporation with the Florida Department of State is No.: 557288.

2. The Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors on March 27, 2007 and the Shareholders of the Corporation on March 27, 2007 in accordance with Sections 607.1003, 607.1006, and 607.1007 of the Florida Business Corporation Act.

3. The Articles of Incorporation are hereby amended and restated in their entirety as follows:

Article I.

Name of Corporation

The name of the corporation is **Rupari Food Services, Inc.**

Article II.

Address of Corporation

The principal place of business and mailing address of the Corporation is:

1208 W. Newport Center Drive
Suite 100
Deerfield Beach, Florida 33442

Article III.

Capital Stock

A. This corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is 901,000 shares, 1,000 shares of which shall be common stock (the "Common Stock") and 900,000 shares of which shall be Preferred Stock (the

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"Preferred Stock"). The Preferred Stock shall have a par value of \$10.00 per share and the Common Stock shall have a par value of \$1.00 per share.

B. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares of Common Stock then outstanding) by the affirmative vote of the holders of a majority of the Common Stock of the Corporation.

C. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, within the limitations and restrictions stated in these Articles, to fix or alter the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption, the redemption price or prices, the liquidation preferences of any unissued series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series, but not below the number of shares of such series then outstanding.

D. 200,000 of the authorized shares of Preferred Stock are hereby designated "Series A Preferred Stock". The rights, preferences, privileges, restrictions and other matters relating to the Series A Preferred Stock are as follows:

1. Dividends. The Series A Preferred Stock shall have no right to receive dividends of the Corporation.

2. Voting. The Series A Preferred Stock shall have no voting rights.

3. Redemption. The Corporation may at any time and from time to time upon the affirmative vote of a majority of the issued and outstanding shares of Common Stock redeem shares of Series A Preferred Stock at a redemption price of \$10.00 per share (the "Series A Preferred Stock Redemption Price") provided that the redemption is in compliance with the provisions of the Florida Business Corporation Act and provided further that the aggregate redemption price of the Series A Preferred Stock shall not exceed \$2,000,000.

E. 700,000 of the authorized shares of Preferred Stock are hereby designated "Series B Preferred Stock". The rights, preferences, privileges, restrictions and other matters relating to the Series B Preferred Stock are as follows:

1. Dividends. Holders of Series B Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, but only out of funds that are legally available therefor, cash dividends at the rate of six percent (6%) per annum of the "Original Issue Price" on each outstanding share of Series B Preferred Stock (as adjusted for any stock dividends, combinations, splits, re-capitalizations and the like with respect to such shares). The Original Issue Price of the Series B Preferred Stock shall be Ten Dollars (\$10.00) per share. Such dividends shall be payable only when, as and if declared by the Board of Directors and shall be non-cumulative and no right shall accrue to holders of Series B Preferred Stock by reason of the fact that dividends on said shares are not declared in any prior year or period, nor shall any undeclared or unpaid distribution bear or accrue interest.

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2. **Voting.** Holders of Series B Preferred Stock shall be entitled to one (1) vote for each share of Series B Preferred Stock held by such holder at the time such vote is called for and taken.

3. **Redemption.** The Corporation may at any time and from time to time upon the affirmative vote of a majority of the issued and outstanding shares of Common Stock redeem shares of Series B Preferred Stock by paying in cash, the per share Series B Redemption Price (as defined herein) for each share of Series B Preferred Stock being redeemed (as adjusted for any stock dividends, combinations or splits with respect to such shares) plus all declared but unpaid dividends on such shares. The "Series B Redemption Price" shall be equal to the fair market value of the Corporation's Common Stock.

F. In the event of any liquidation, dissolution or winding up of the Corporation, the holders of the Series B Preferred Stock shall be entitled to receive, prior and in preference to any distribution of the assets or funds of the Corporation to the holders of the Series A Preferred Stock or the Common Stock, payment of the Original Issue Price (as adjusted) per share of the Series B Preferred Stock plus all declared but unpaid dividends thereon. If after payment of the Original Issue Price for all outstanding Series B Preferred Stock, there remains assets or funds of the Corporation legally available for distribution to the shareholders, then all holders of the Series A Preferred Stock shall be entitled to receive on a pro rata basis, prior to any distribution of the assets or funds of the Corporation to the holders of the Common Stock, an amount equal to the Series A Preferred Stock Redemption Price, per share of the Series A Preferred Stock. Thereafter, if any assets or funds of the Corporation remain available for distribution to the shareholders, the balance of such assets and funds shall be distributed to the holders of Common Stock pro rata based on the number of shares of Common Stock held by each shareholder. For purposes hereof, a liquidation, dissolution, or winding up of the Corporation shall include, (i) the acquisition of the Corporation by another person by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation, excluding any merger effective exclusively for the purpose of changing the domicile of the Corporation); or (ii) a sale of all or substantially all of the assets of the Corporation. In the event of a liquidation, dissolution or winding up of the Corporation, if the consideration received by the Corporation is other than cash, the value of such consideration shall be based on its fair market value.

Article IV.

Registered Agent and Office Address

The street address of the Corporation's initial registered office is One Southeast Third Avenue, 25th Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that office is American Information Services, Inc.

Article V.

Indemnification

The Corporation shall indemnify any present or former officer or director exercising powers and duties as an officer or a director of the Corporation, to the fullest extent now or hereafter permitted by law.

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IN WITNESS WHEREOF, the undersigned executed these Amended and Restated
Articles of Incorporation this 27 day of March, 2007.

By: 
Name: Robert Mintz
Title: President

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **RUPARI FOOD SERVICES, INC.**, a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

28th IN WITNESS WHEREOF, the undersigned has executed this Certificate as of March 28, 2007.

**AMERICAN INFORMATION SERVICES,
INC.**

By: *Nery P. Toledo, Asst. Sec.*

Nery Toledo, Assistant Secretary

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