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MANZO FOOD SALES, INC.

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*Amelia Lee*  
*Lee*  
7/13/2009

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
MANZO FOOD SALES, INC.**

Manzo Food Sales, Inc., a corporation organized and existing under the laws of the State of Florida, does hereby certify pursuant to Sections 607.1003 and 1007, Florida Statutes, that:

1. The name of the corporation is Manzo Food Sales, Inc. (the "Corporation").
2. These Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors and shareholders of the Corporation at a meeting held on July 8, 2009. The number of votes cast for the amendments by the shareholders was sufficient for approval.
3. The text of the Articles of Incorporation of the Corporation, as heretofore amended, is hereby restated with the amendments set forth below, effective as of the date of filing of this instrument with the Secretary of State of the State of Florida, to read as follows:

**ARTICLE I  
Name**

The name of the Corporation is Manzo Food Sales, Inc.

**ARTICLE II  
Principal Office**

The street address of the principal office and the mailing address of the Corporation is 10801 NW 97 Street, Suite 9, Miami, Florida 33178.

**ARTICLE III  
Purpose**

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

**ARTICLE IV  
Capital Stock**

A. Authorized Stock. The aggregate number of shares which the Corporation shall have the authority to issue is 20,000, consisting of 10,000 shares of voting Common Stock, par value \$.01 per share (the "Series 1 Common Stock"), and 10,000

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shares of nonvoting Common Stock, par value \$0.01 per share (the "Series 2 Common Stock").

B. Rights and Privileges. Each share of the Series 1 Common Stock shall have one vote on each matter submitted to a vote of the shareholders of the Corporation. Except as may otherwise be required by the Florida Business Corporation Act (or any successor thereto), the shares of Series 2 Common Stock shall not be entitled to vote on any matters upon which the shareholders of the Corporation may vote. Otherwise, the rights and privileges of the Series 1 Common Stock and the Series 2 Common Stock shall be identical.

C. Conversion of Series 1 Stock and Series 2 Stock Notwithstanding the foregoing, effective upon the death of Gennaro Manzo or the adjudication of Gennaro Manzo as an "Incapacitated person" as defined in Section 744.102(12), Florida Statutes (the "Conversion Event"), the Series 1 Common Stock shall automatically and without further action be converted into Series 2 Common Stock and the Series 2 Common Stock shall automatically be converted into Series 1 Common Stock, such that each share of Series 1 Common Stock shall become nonvoting and each share of Series 2 Common Stock shall have one vote on each matter submitted to a vote of the shareholders of the Corporation. The Board of Directors shall cause amended and restated articles of incorporation to be filed promptly with the Florida Secretary of State to reflect such change and shall further cause to be issued new certificates to the shareholders of the Corporation reflecting such changes.

#### **ARTICLE V** **Board of Directors**

The Corporation shall be managed by a Board of Directors. The number of members of the Board of Directors may be increased or decreased from time to time in accordance with the provisions of the Bylaws of the Corporation, but in no event shall the number of Directors be less than one (1). The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation.

#### **Article VI** **Registered Office and Agent**

The street address of the registered office of the Corporation is 10801 NW 97 Street, Suite 9, Miami, Florida 33178, and the name of the Corporation's registered agent at that address is Gennaro Manzo.

#### **ARTICLE VII** **Indemnification**

Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was an officer or director of the Corporation, (b) who is or was an agent or employee of the Corporation and as to whom the Corporation

has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the Corporation as its representative in the position of a director, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, losses, damages, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as such director, officer, trustee, partner, agent, employee or representative, or arising out of his status as such director, officer, trustee, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled

IN WITNESS WHEREOF, Manzo Food Sales, Inc has caused these Amended and Restated Articles of Incorporation to be executed on this 8 day of July, 2009.

MANZO FOOD SALES, INC.

By: \_\_\_\_\_

  
Gennaro Manzo  
President