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To:

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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

quality foods, llc

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W07-43185
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September 4, 2007

EMPIRE CORPORATE KIT COMPANY

SUBJECT: QUALITY FOODS, LLC
REF: W07000043185

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

The document number of the name conflict is #M04918, QUALITY FOOD, INC..

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

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Joey Bryan
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ARTICLE OF ORGANIZATION
OF
QUALITY FRESH FOODS, LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this Limited Liability Company shall be: Quality Fresh Foods, LLC and its principal office shall be located at 1820 N Corporate Lakes Blvd Suite Weston, FL 33326, but it shall have the power and authority to establish branch offices at any other places of place as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

- 1- To engage in any activity or business authorized under the Florida Statutes.
- 2- In general, to carry on any and all incidental business; to have and exercise all powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
- 3- To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, Rights, assets, and liabilities of any person, firm, association, or corporation, carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of these rights and property to acquired.
- 4- To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
- 5- To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney - in-fact for any

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persons or corporation, and perform any service under contract or otherwise for any corporation, joint stock company association, partnership, firm, syndicate, individual, or other entity, and in its capacity or under this arrangement develop, improve, stabilize, strengthen, or extended the property and commercial interest of the property and aid, assist, or participate an any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the information, rights, privileges, and immunities of limited liability companies for profit.

- 6- To do everything, proper, advisable, or convenient for the accomplishment of any purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorized or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

Two (2) managers shall manage this limited liability company. Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

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Managing Partners

ANDRES CORTES - President

BLANCA ERASO

Address:

C/O Don Gonzalez, P.A.
1820 N Corporate Lakes Blvd
Suite 201
Weston, FL 33326

C/O Don Gonzalez, P.A.
1820 N Corporate Lakes Blvd
Suite 201
Weston, FL 33326

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ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTIONS

Capital contribution in the amount of \$ 100 cash shall be paid to the limited liability company by the members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII

PROFITS AND LOSSES

- a- Profit Sharing: The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each

member shall be entitled to an equal distributive share of the profits or to the distributive share of the profits specified as follows: equal shares to each member. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being August 31, 2007.

- b- Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII

DURATION

This limited liability company shall exist perpetually or as the case may be, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1820 N. Corporate Lakes Blvd. Ste. 201, Weston, Florida 33326, and the name of the company's initial registered agent at that address is DON GONZALEZ, P.A.

The undersigned being the original members of the limited liability company certify that this instrument constitutes the purposed Article of Organization of QUALITY FRESH FOODS, LLC.

WITNESS the hand and seal of the Registered Agent in Weston, Broward County, State of Florida, this 31 day of August 2007.



Don Gonzalez, Esq.
Registered Agent

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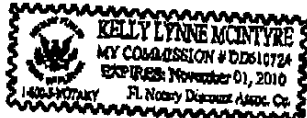
STATE OF FLORIDA)
) S.S.
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, that Don Gonzalez, who is personally known to me/who presented the following identification Don Gonzalez, Keshu and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and seal at, Broward County, Florida this 31 day of August 2007.


Notary Public - State of Florida

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My Commission Expires:



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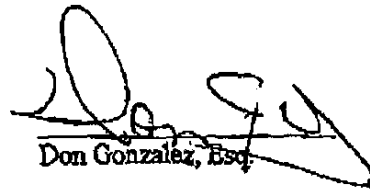
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 49.091, Florida Statutes, the following is submitted:

FIRST: That QUALITY FRESH FOODS, LLC desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the city of Weston, State of Florida, has named DON GONZALEZ, P.A., as its Agent to accept service of process within Florida.

Having been named to accept service of process for the above stated Limited liability Company, at the place designated in this certificate, 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.


Don Gonzalez, Esq.

Date: August 31, 2007

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