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ACCOUNT NO. 021600-32

REFERENCE : 649434 86901D

**AUTHORIZATION :**

**COST LIMIT : \$ 285.00**

ORDER DATE : July 27, 1995

ORDER TIME : 10:44 AM

ORDER NO. : 649434

CUSTOMER NO: 86901D

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CUSTOMER: Mr. John S. Hoenigmann  
PRENTICE HALL LEGAL &  
FINANCIAL SERVICES  
375 Hudson Street

New York, NY 10014

DOMESTIC FILING

NAME: U.S. GOURMET INTERNATIONAL  
L.C.

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

**T. BROWN**

JUL 28 1995

FILED  
55 JUL 27 AM 9:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
U.S. GOURMET INTERNATIONAL L. C.

FILED  
95 JUL 27 AM 9:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of this Limited Liability Company is "U.S. Gourmet International L.C." (hereinafter referred to as the "Company"). The duration of the Company shall be fifty (50) years commencing as of the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal office

The address of the principal office of the Company is 342 Madison Avenue, Suite 911, New York, NY 10173, or such other place as the Members may determine from time to time.

ARTICLE III

Registered Office and Agent

The address of the registered office of the Company in the State of Florida is 1201 Hays Street, Suite 105, Tallahassee, Florida 32301. The name of the registered agent at such address is The Prentice-Hall Corporation System, Inc.

ARTICLE IV

Company Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Company are to engage in any lawful act or activity for which limited liability companies may be organized under the Florida Limited Liability Company Act.

2. In furtherance of its corporate purposes, the Company shall have all of the general and specific powers and rights granted to and conferred upon a corporation by the Florida Limited Liability Company Act.

## ARTICLE V

### Members

The initial members of the Company (the "Members") are:

- (1) Nunzio Tarantino  
342 Madison Avenue  
Suite 911  
New York, NY 10173
- (2) Giancarlo Giumelli  
342 Madison Avenue  
Suite 911  
New York, NY 10173
- (3) Antonio Ametrano  
342 Madison Avenue  
Suite 911  
New York, NY 10173
- (4) Gianni Fusillo  
342 Madison Avenue  
Suite 911  
New York, NY 10173

Additional members may be admitted from time to time only upon the written consent of a majority in interest of the Members, and under the terms and conditions upon which such consent may be conditioned.

## ARTICLE VI

### Management

1. The management of the Company is reserved to the Members. Members shall elect, by a majority in interest of Members, a managing member of the Company to conduct the business affairs of the Company (the "Managing Member"), in accordance with the Regulations.

2. The following Member is designated to serve as the initial Managing Member of the Company until the first annual meeting of Members:

Name and Address

Title

Nunzio Tarantino  
342 Madison Avenue  
Suite 911  
New York, NY 10173

President and Treasurer

**ARTICLE VII**

Amendment

The Members shall have the right to amend, alter, change or repeal any provision contained in these Articles of Organization, in the manner now or hereafter prescribed by statute, and all rights conferred upon Members herein are granted subject to this reservation.

**ARTICLE VIII**

Regulations

The power to adopt, alter, amend or repeal Regulations for the management of this Company shall be vested in the Board of Governors or the Members.

**ARTICLE IX**

Transferability of Members' Interest

A Member's interest in the Company may be transferred only with the unanimous written consent of all the remaining Members if the transferee intends to become a Member. Without such consent, the transferee shall not be entitled to become a Member or to participate in the management of the Company, but shall be entitled only to the share of profits, other compensation or return of contributions to which the transferor otherwise would be entitled.

**ARTICLE X**

Withdrawal, Retirement, Dissolution  
Death, Bankruptcy or Expulsion

In the event of withdrawal, retirement, dissolution, death, bankruptcy or expulsion of a Member, or the occurrence of any other event that terminates the continued membership of a Member, the Company shall terminate and be dissolved unless the remaining Members shall unanimously elect to remain in existence and continue in business.

The undersigned, for the purpose of forming a Limited Liability Company under the laws of the State of Florida, does execute, file and record these Articles of Organization, and does certify that the facts herein stated are true.

DATED as of the 26th day of July, 1995.

[Signature]  
Witness

[Signature]  
Witness

"Member"  
[Signature]  
Nunzio Tarantino

STATE OF NEW YORK     )  
                                  ) SS.:  
COUNTY OF NEW YORK    )

The foregoing instrument was acknowledged before me this 26th day of July, 1995, by Nunzio Tarantino, who is personally known to me.

(NOTARY SEAL)

ALBERT A. BYER  
Notary Public, State of New York  
No. 31-4883110  
Qualified in New York County  
Commission Expires 12/24/96

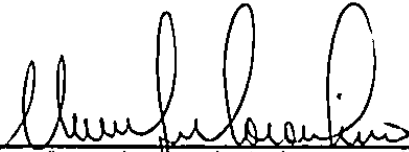
[Signature]  
(Notary Signature)

Albert A. Byer  
(Notary Name Printed)  
NOTARY PUBLIC  
Commission No. 31-4883110

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of U.S. Gourmet International L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$50 .
- 3) if any, the agreed value of property other than cash contributed is \$ -0- . A description of the property is attached as hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$50,000 . This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.  
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Nunzio Tarantino - Member

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

FILED  
95 JUL 27 AM 9:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: U.S. Gourmet  
International L.C.

2. The name and address of the registered agent and office is:

The Prentice-Hall Corporation System, Inc.  
(Name)

1201 Hays Street, Suite 105  
(P.O. Box ~~not~~ acceptable)

Tallahassee, Florida 32301  
(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

By: Marcia A. Haines, Asst Secy 7-27-95  
(Signature) (Date)