

Division of Corporations

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Florida Department of State

Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 922-4001

From:

Account Name : HUME & JOHNSON P.A.  
Account Number : 073737003060  
Phone : (954) 755-9880  
Fax Number : (954) 755-9899

FLORIDA PROFIT CORPORATION OR P.A.

Spanish Foods International, Inc.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 03      |
| Estimated Charge      | \$70.00 |

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ARTICLES OF INCORPORATION  
OF  
SPANISH FOODS INTERNATIONAL, INC.

ARTICLE I. NAME

The name of this corporation is Spanish Foods International, Inc.

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing upon the filing of these Articles.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares."

ARTICLE V. PRE-EMPTIVE RIGHTS

The shareholders of the corporation shall have no pre-emptive right to acquire unissued or treasury shares of the corporation.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1397 Presidio Drive, Weston, Florida and the name of the initial registered agent of this corporation at that address is Jorge Jimenez. The principal office and registered office are identical.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have three Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial members of the initial Board of Directors of this corporation is:

| <u>NAME</u>     | <u>ADDRESS</u>                                    |
|-----------------|---|
| Jorge Jimenez   | 1397 Presidio Drive<br>Weston, Florida 33327      |
| Carlos Jimenez  | 359 Lakeview Drive, #202<br>Weston, Florida 33326 |
| Rafael Urdaneta | 8347 NW 66, #675<br>Miami, Florida 33166          |

Prepared By:  
John Hume, Esquire  
Hume & Johnson, P.A.  
1401 University Drive, #301  
Coral Springs, FL 33071  
Florida Bar No: 137502

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ARTICLE VIII. INCORPORATORS

The name and address of the incorporator is:

NAME

ADDRESS

Jorge Jimenez

1397 Presidio Drive  
Weston, Florida 33327

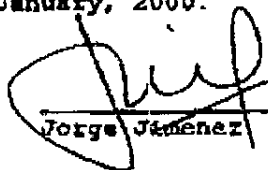
ARTICLE IX. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X. AMENDMENT

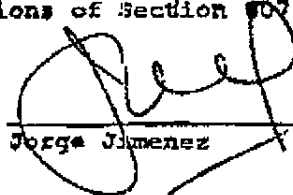
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto; and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31st day of January, 2000.

  
Jorge Jimenez

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent for the above-stated corporation, I 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 and I accept the duties and obligations of Section 907.0505, Florida Statutes (1995).

  
Jorge Jimenez

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