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2000 MAR 29 AM 11: 23

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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P000000033354  
March 28, 2000

Secretary of State  
State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: MAR & ITALIAN FOODS, INC.

4000003188644--9  
-03/29/00--01060--028  
\*\*\*122.50 \*\*\*\*\*78.75

Gentlemen:

Enclosed herewith please find the original and one copy of the Certificate of Articles of Incorporation, including the Certificate of Designated Resident Agent, for Mar & Italian Foods, Inc..

A check in the amount of \$122.50 is enclosed to cover the following:

|  |              |
|--|--------------|
| 1. Filing Fee                                | \$35.00      |
| 2. Certified copy of Certificate of Articles | 52.50        |
| 3. Resident Agent Certificate                | <u>35.00</u> |

TOTAL \$122.50

Please return the Certified Copy of the Articles of Incorporation to the undersigned at the above address.

If you should have any questions in this regard, please do not hesitate to contact me.

Very truly your,

*John C. Kaczmarek*  
John C. Kaczmarek, P.A.

JCK/jp  
enclosures

ah 4/3

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **CERTIFICATE OF ARTICLES OF INCORPORATION**

The undersigned for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions for the formation, liability, rights, privileges and immunities of a corporation for profit, adopt the following Articles of Incorporation:

### **ARTICLE I**

The name of the corporation shall be MAR & ITALIAN FOODS, INC., and the principal office is located at 6646 N.W. 57<sup>th</sup> Street, Tamarac, Florida 33319.

### **ARTICLE II**

This corporation may engage in any activity of business permitted under the laws of the United States and of this State.

### **ARTICLE III**

The amount of the authorized capital stock of this corporation shall be: 1,000 shares at a par value of \$1.00 per share.

### **ARTICLE IV**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others).

### **ARTICLE V**

The term for which this corporation shall exist is perpetual.

### **ARTICLE VI**

The initial registered office of this corporation shall be located at 6646 N.W. 57<sup>th</sup> Street, Tamarac, Florida 33319, and the initial registered agent shall be ROLANDO CASTILLA.

The initial registered office may have such other places of business in the State of Florida as the nature and progress of the business from time to time shall render necessary or desirable. Said corporation shall also have the power to conduct its business outside the State of Florida and/or in any and all the several states and territories and districts of the United States, and in any and all foreign countries, and may have one or more offices, in any of the said places of business.

### **ARTICLE VII**

The business of said corporation shall be conducted by a Board of Directors, which shall consist of not less than one (1) member, nor more than five (5) members, as the same may be provided by the By-Laws of the corporation, and the following officers, to-wit: a president, secretary and treasurer, and such other officers as the Board of Directors may elect, provided that any three (3) offices may be held by one and the same person(s). The members of said Board of Directors shall be elected at the annual meeting of the stockholders of said corporation, and the officers shall be elected

by the Board of Directors at a meeting to be held immediately after adjournment of that of the annual stockholders' meeting.

Upon the first meeting of the stockholders herein provided for and until their successors shall be duly elected and qualified, the business of the corporation shall be transacted by the following named officers, together with the after named Board of Directors.

| NAME AND ADDRESS                  | OFFICE(S)                      |
|-----------------------------------|--------------------------------|
| Maximino Gutierrez Diaz           | President, Director            |
| Rolando Castilla                  | Secretary, Treasurer, Director |
| Alfonso Bonilla                   | Vice-President, Director       |
| 6646 N.W. 57 <sup>th</sup> Street |                                |
| Tamarac, Florida 33319            |                                |

#### ARTICLE VIII

The names and post office addresses of the first Board of Directors, who, subject to the provisions of these articles, for the first year of the corporations' existence or until their successors are duly elected and qualified, are:

| NAME                    | ADDRESS   |
|-------------------------|---|
| Maximino Gutierrez Diaz | 6646 N.W. 57 <sup>th</sup> Street<br>Tamarac, Florida 33319 |
| Rolando Castilla        | 6646 N.W. 57 <sup>th</sup> Street<br>Tamarac, Florida 33319 |
| Alfonso Bonilla         | 6646 N.W. 57 <sup>th</sup> Street<br>Tamarac, Florida 33319 |

#### ARTICLE IX

The annual meeting of the stockholders of the corporation shall be fixed by the By-Laws and the power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

#### ARTICLE X

The name and place of residence of each incorporator of this corporation and the amount of shares of stock subscribed for are as follows:

| NAME & ADDRESS                    | NO. OF SHARES |
|-----------------------------------|---------------|
| Maximino Gutierrez Diaz           | 50            |
| 6646 N.W. 57 <sup>th</sup> Street |               |
| Tamarac, Florida 33319            |               |

Rolando Castilla  
6646 N.W. 57<sup>th</sup> Street  
Tamarac, Florida 33319

25

Alfonso Bonilla  
6646 N.W. 57<sup>th</sup> Street  
Tamarac, Florida 33319

25

#### ARTICLE XI

The members of the Board of Directors, or an Executive Committee shall be deemed present at a meeting of such Board or Committee if a conference telephone, or similar communication equipment by means of which all persons participating in the meeting can hear each other, is used.

#### ARTICLE XII

This corporation reserves the right to amend or repeal any provisions 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 subscribers have executed these Articles of Incorporation, this 28<sup>th</sup> day of March, 2000.



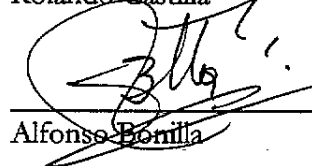
Maximino Gutierrez Diaz

(Seal)



Rolando Castilla

(Seal)



Alfonso Bonilla

(Seal)

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STATE OF FLORIDA

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

COUNTY OF PALM BEACH

ON THIS DAY, personally appeared before me, the undersigned authority, duly authorized to administer oaths, MAXIMINO GUTIERREZ DIAZ, ROLANDO CASTILLA and ALFONSO BONILLA, to me known to be the persons described in and who executed the above and foregoing proposed charter, and they acknowledged that they executed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Boca Raton, Florida, County of Palm Beach, this 28<sup>th</sup> day of March, 2000.



JOHN CARTER KACZMAREK  
COMMISSION # CC756682  
EXPIRES SEP 12, 2002  
BONDED THROUGH  
ADVANTAGE NOTARY

*John Carter Kaczmarek*  
\_\_\_\_\_  
NOTARY PUBLIC

FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That MAR & ITALIAN FOODS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Tamarac, County of Broward, State of Florida, has named ROLANDO CASTILLA located at 6646 N.W. 57<sup>th</sup> Street, in the City of Tamarac, County of Broward, State of Florida 33319, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

*Rolando Castilla*  
By: \_\_\_\_\_  
ROLANDO CASTILLA, (Resident Agent)