

P000000062444

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314 SUBJECT: (Proposed corporate name - must include suffix) Enclosed is an original and one (1) copy of the articles of incorporation and a check for : \$70.00 ✓ \$78.75 Filing Fee Filing Fee & Certificate of Status FROM: Name: SHANGO GOURMET CORPORATION Address: 8255 LAKE DR. #303-F City, State & Zip: MIAMI, FL. 33166 Daytime Telephone number (305) NOTE: Please provide the original and one copy of the articles.

900003302369--9

-06/23/00--01037--009
*****78.75 *****78.75

FILED
00 JUN 23 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FL 32301

6-23-00

**Articles of Incorporation
of Shangó Gourmet Corporation**

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

FILED
JUN 23 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation is Shangó Gourmet Corporation.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The Corporation shall have a perpetual existence. The beginning of Corporate existence shall be the Date of the Filing.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the Florida Business Corporation Act and to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any of such business within or without the United States.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 1000,00 shares of One Dollar (\$1.00) par value. The Corporation is authorized to have one class of stock designated as common stock. All the Common Stock, when issued, shall be fully paid and exempt from assessment

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in the By-Laws, but shall never be less than one (1).

The name and address of the Directors are:

NAME ADDRESS

Maximillian Abreu 8255 Lake Dr. #303-F, Miami Fl, Fl 33166

Maurizio Oronzo 4548 N.W. 98th Ave. Miami, Fl 33178

ARTICLE VI

OFFICERS

The names of the initial officers of this corporation, who shall hold such office until his successor for such office shall have been duly elected and qualified, are:

President: Maximillian Abreu

Vice-President: Maurizio Oronzo

ARTICLE VII

REGISTERED OWNER

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered officer of the Corporation is Haydee Ascanio, 8255 Lake Dr. #303-F, Miami Fl, Fl 33166.

ARTICLE IX

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation is 8255 Lake Dr. #303-F, Miami Fl, Fl 33166

ARTICLE X

LAWS

The Board of Director (s) of the Corporation shall have power, without the assent of vote the shareholders, to make, alter, amend or repeal the By-Laws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director (s) at the time of such action shall be necessary to take any action for the making alteration, amendment or repeal of the By-Laws.

ARTICLE XI

PREEMPTIVE RIGHTS

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

ARTICLE XII

INDEMNIFICATION

The Corporation shall indemnify any Officer or Director of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer,

employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorneys fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE XIII AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or in any amendment hereto, in accordance with the provisions of the Florida General Corporation act.

ARTICLE XIV INCORPORATOR

The name and address of the Incorporator subscribing to these Articles of Incorporation is Maximillian Abreu, 8255 Lake Dr. #303-F, Miami Fl, Fl 33166

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 20 day of June, 2000.



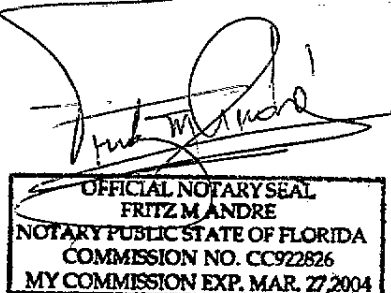
Maximillian Abreu

State of Florida
County of Miami Dade

The foregoing instrument was acknowledged before me this day 20 of June, 2000, by Maximillian Abreu, who is personally known to me or who has produced as identification and who did/did not take an oath, and who, as Incorporator (s), executed the foregoing Articles of Incorporation of Shangó Gourmet Corporation, and acknowledged before me that he executed those Articles of Incorporation.

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: MARCH 27, 2004



CERTIFICATE OF REGISTERED AGENT OF SHANGO GOURMET CORPORATION

Pursuant to Sections 607.0501 and 607.0505 of the Florida Statutes, the following is submitted in compliance therewith: That Shangó Gourmet Corporation, desiring to organize under the laws of the State of Florida with its principal office at 8255 Lake Dr. #303-F, Miami Fl, 33166, has named Haydee Ascanio at 8255 Lake Dr. #303-F, Miami Fl, 33166, County of Miami Dade, State of Florida, agent to accept service of process within the State. ACKNOWLEDGEMENT: Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, Haydee Ascanio accepts to act in this capacity. Haydee Ascanio further agree to comply with the provisions of all statutes relating to the proper and complete performance of the duties, and is familiar with and accepts the obligations of the position as Registered Agent, including the obligations provided in Florida Statutes Section 607.0505 (1995)

Dated this day 20 of June, 2000 By:  Haydee Ascanio

FILED
00 JUN 23 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA