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TRANSMITTAL LETTER

FILED

00 OCT -2 AM 11:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT:

SHOSH'S GOURMET FOODS, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

500003411425--1

-10/02/00--01107--008

*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

SARAC M. JAROSLAWICZ

Name (Printed or typed)

1688 MERIDIAN AVENUE #800A

Address

MIAMI BEACH, FL 33139

City, State & Zip

305-775-7868

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. BROWN OCT - 4 2000

ARTICLES OF INCORPORATION
of
SHOSH'S GOURMET FOODS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned person(s), acting as incorporator(s)
of a corporation organized under Chapter 607, Florida Statutes,
hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is Shosh's Gourmet Foods,
Inc.

ARTICLE II
PRINCIPAL OFFICE

The mailing address of the corporation's principal
office is:

1688 Meridian Avenue #800A
Miami Beach, Florida 33139

ARTICLE III
PURPOSE

The purpose of the corporation is to engage in any
lawful activity permitted by the laws of this state.

ARTICLE IV
SHARES

The total number of shares which the corporation shall
have authority to issue is 2,000,000 shares of no par value
stock.

ARTICLE V
INITIAL OFFICERS AND DIRECTORS

The names and addresses of the initial officers and
directors are:

Shoshana Jaroslawicz
Director, President and Secretary
1688 Meridian Avenue #800A
Miami Beach, Florida 33139

Isaac M. Jaroslawicz
Director, Vice President and Treasurer
1688 Meridian Avenue #800A
Miami Beach, Florida 33139

**ARTICLE VI
REGISTERED AGENT**

The name and Florida street address of the corporation's registered agent is:

Isaac M. Jaroslawicz
1688 Meridian Avenue #800A
Miami Beach, Florida 33139

**ARTICLE VII
INCORPORATOR**

The name and address of the Incorporator is:

Isaac M. Jaroslawicz
1688 Meridian Avenue #800A
Miami Beach, Florida 33139

**ARTICLE VIII
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

**ARTICLE IX
EFFECTIVE DATE**

The Effective Date of these Articles of Incorporation shall be September 27, 2000.

**ARTICLE X
OTHER PROVISIONS**

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have no corporate seal.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be

executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

SAAC
Isaac M. Jaroslawicz, Incorporator
1688 Meridian Avenue #800A
Miami Beach, Florida 33139

9/27/00
Date

Acceptance of Appointment as Registered Agent

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

SAAC
Isaac M. Jaroslawicz, Registered Agent
1688 Meridian Avenue #800A
Miami Beach, Florida 33139

9/27/00
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