

P00000097810



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 865710 5030952

AUTHORIZATION :

Patricia Pujate

COST LIMIT : \$ 781.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 17 PM 3:43

ORDER DATE : October 17, 2000

ORDER TIME : 12:42 PM

ORDER NO. : 865710-005

CUSTOMER NO: 5030952

CUSTOMER: Ms. Penny Arbula
Phillips, Eisinger, Koss,
Rothstein & Rosenfeldt, P.a.
Suite 265 South
4000 Hollywood Boulevard
Hollywood, FL 33021

400003427744--8

DOMESTIC FILING

NAME: FOOD UNLIMITED DISTRIBUTORS,
INC.

EFFECTIVE DATE: 1

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom - EXT. 1104

EXAMINER'S INITIALS:

RECEIVED
00 OCT 17 PM 12:58
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

18
10/17/00

**ARTICLES OF INCORPORATION
OF
FOOD UNLIMITED DISTRIBUTORS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 OCT 17 PM 3:44

**ARTICLE I
NAME**

The name of this corporation shall be:

FOOD UNLIMITED DISTRIBUTORS, INC.

**ARTICLE II
DURATION**

This corporation shall commence its existence upon the filing of these Articles and the duration of this corporation is perpetual.

**ARTICLE III
PURPOSE**

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

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue one thousand (1000) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

**ARTICLE V
PREEMPTIVE RIGHTS**

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 pro rata share thereof at the price at which it is offered to others.

ARTICLE VI
PRINCIPAL OFFICE OF BUSINESS

The principal place of business and mailing address of this corporation is: 5151 S.W. 8th Street, Miami, Florida 33134.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021, and the name of the initial registered agent is Jorge L. Piedra, Esq.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The names of the Directors are:

JORGE LOREDO
RENATO GOMEZ

The address of the Directors is as follows: 5151 S.W. 8th Street, Miami, Florida 33134.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is Jorge L. Piedra, Esq., 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021. The Incorporator shall not be liable, in any form or fashion, for any acts or omissions of the Corporation.

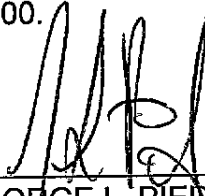
ARTICLE X
BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI
AMENDMENTS

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 has executed these Articles of Incorporation this 16th day of October, 2000.



JORGE L. PIEDRA, ESQ., Sole Incorporator

ACCEPTANCE OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 OCT 17 PM 3:44

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION
NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT
AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY
OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 16TH DAY OF OCTOBER, 2000.



JORGE L. PIEDRA, ESQ.