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TRANSMITTAL LETTER

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

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-10/27/00--01079--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: INTER-GOURMET FOODS CORPORATION  
(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  
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: ANGELO RUOCCO  
Name (Printed or typed)

11040 BAILEY LANE  
Address

TAMAMC, FL 32321  
City, State & Zip

(305) 213-7611  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 OCT 27 AM 10:01

FILED

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

F. CHESSEN OCT 30 2000

**ARTICLES OF INCORPORATION  
OF**

**INTER-GOURMET FOODS CORPORATION**

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

**ARTICLE I**

**NAME**

The name of this corporation shall be:

**INTER-GOURMET FOODS CORPORATION**

**ARTICLE II**

**GENERAL NATURE OF BUSINESS**

The general nature of business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz.:

- a. **Sales (Wholesale/Retail) of Products and Services, Distribution, Marketing, International Trade (Export/Import) and Electronic Commerce of Food Products, and**
- b. To conduct and operate any and all other kind of business affairs authorized by the laws of the State of Florida and of the United States of America.

**ARTICLE III**

**CAPITAL STOCK**

The capital stock of this corporation shall be 900 shares, having NO par value. All of said stock shall be payable in cash, equipment, property, real or personal, labor or service in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

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#### **ARTICLE IV**

##### **CAPITAL TO BEGIN BUSINESS**

The amount of capital with which this corporation shall commence business shall be no less than **\$900.00**

#### **ARTICLE V**

##### **EFFECTIVE DATE / CORPORATE EXISTENCE**

The effective date when this corporation shall commence business shall be the **27<sup>th</sup>** day of **October, 2000**. This corporation shall exist perpetually unless sooner dissolved according to law.

#### **ARTICLE VI**

##### **PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address of said corporation shall be at **11040 Bailey Lane, Tamarac, FL 33321**, with the privilege of having branch offices at other places within or without the State of Florida. The Board of Directors may, from time to time, move the principal office to any other address.

#### **ARTICLE VII**

##### **NUMBER OF DIRECTORS**

The number of directors of this corporation shall be not less than **1** and no more than **5**. The number of directors may be increased or diminished, from time to time, by by-laws adopted by the stockholders.

#### **ARTICLE VIII**

##### **DIRECTORS**

The name and post office address of the First Board of Directors of this corporation who shall hold office for the first year or until their successor(s) is(are) chosen, shall be:

<b><u>Name</u></b>	<b><u>Address</u></b>
Angelo Ruocco	11040 Bailey Lane, Tamarac, FL 33321
Jaime Costa	11040 Bailey Lane, Tamarac, FL 33321

**ARTICLE IX**

**SUBSCRIBERS**

The name and address of the initial subscriber signing these Articles of Incorporation, the number of shares of stock which he agrees to take and the value of the consideration therefor is:

<b><u>Name</u></b>	<b><u>Address</u></b>	<b><u>Shares</u></b>	<b><u>Consideration</u></b>
Angelo Ruocco	11040 Bailey Lane, Tamarac, FL 33321	450	\$450.00
Jaime Costa	11040 Bailey Lane, Tamarac, FL 33321	450	\$450.00

**ARTICLE X**

**AMENDMENT OF ARTICLES**

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute or set out in the corporate by-laws, so long as same does not conflict with the Florida Statutes.

**ARTICLE XI**

**REGISTERED AGENT**

The name and address of the initial registered agent of the Corporation shall be:

**Angelo Ruocco  
11040 Bailey Lane, Tamarac, FL 33321**

**ARTICLE XII**

**OFFICERS**

The name and addresses of the officers who will serve until the first election of appointment under these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>	<u>Position</u>
Angelo Ruocco	11040 Bailey Lane, Tamarac, FL 33321	President - CEO
Jaime Costa	11040 Bailey Lane, Tamarac, FL 33321	V.P.-Gral. Manager


### ARTICLE XIII

### INCORPORATOR

The name and address of the Incorporator is:

<u>Name</u>	<u>Address</u>
Angelo Ruocco	11040 Bailey Lane, Tamarac, FL 33321

IN WITNESS WHEREOF, We the undersigned, being the original subscribers to the capital stock herein above named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the stated are true, and do respectfully agree to take the number of shares herein above set forth, and hereunto set our hands and seal, this 27<sup>th</sup> day of October, 2000.

  
Angelo Ruocco

  
Jaime Costa

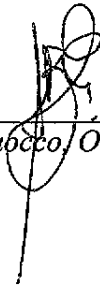
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISION OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **INTER-GOURMET FOODS CORPORATION.**
2. The name and address of the registered agent and office are:

**Angelo Ruocco  
11040 Bailey Lane, Tamarac, FL 33321**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
\_\_\_\_\_  
*Angelo Ruocco, October 27, 2000*

00 OCT 27 AM 10:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED