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Florida Department of State  
Division of Corporations  
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## To:

Division of Corporations  
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## FROM:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

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## FLORIDA PROFIT CORPORATION OR P.A.

pampero, inc.

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ARTICLES OF INCORPORATION  
OF  
PAMPERO, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and they hereby make, subscribe and acknowledge and file with the Secretary of State of the State of Florida this Certificate of Incorporation; and to that end they do, by this Certificate, set forth the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be: PAMPERO, INC.

ARTICLE II

The general nature of the business and the objects and purposes to be performed and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, to wit:

to purchase, buy sell, exchange, grow, produce, manufacture, process, market, export, import, handle, store, distribute and otherwise generally deal in any and all articles of food, food products, groceries, dairy products, meat and meat products, vegetables and vegetable products, provisions, produce, poultry, fish, game and food supplies of all kind, both at wholesale and retail, and acquire, construct, maintain, operate, buy, sell and deal in stores selling such goods; to acquire, construct, establish, maintain, operate sell or dispose of factories, plants, warehouses, machinery and equipment, markets, stores, delivery routes and systems to accomplish such purposes; and to do any and all act or acts, necessary or incident to, growing out of, or connected with the usual conduct of such businesses, or any of them, or of any part or parts thereof, for the accomplishment of any of such purposes.

NANCY I. FERNANDEZ, ESQ.  
201 Savilla Suite 310  
Coral Gables, Florida 33134  
Florida Bar No. 215139

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b) To carry out any or more of the purposes and objects herein enumerated as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, partnership, association, or corporation.

c) To carry on its operations and conduct business in any State, in the District of Columbia, and in any territory, dependency or possession of the United States, and in any foreign country.

d) To such extent as a corporation organized under the Laws of the State of Florida may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incidental to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general, to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the Laws of the State of Florida or under any act amendatory thereof, supplemental thereto, or substituted therefor.

The foregoing clauses shall be construed as and shall be powers as well as purposes, and the matters expressed in each clause shall, unless otherwise herein expressly provided, be in no wise limited by reference to or in reference from the terms of any other clause but shall be regarded as independent powers and purposes; and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of this Corporation, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. This Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the Laws of the State of Florida to corporation organized thereunder, and all the powers conferred by all acts heretofore or hereafter amendatory or supplemental to that statute, and the enumeration of certain powers, rights or privileges granted or conferred by that statute now or hereafter in force; provided, however, that nothing herein contained shall be deemed to authorize or permit this Corporation to carry on any business, to exercise any power, or to do any act which a corporation formed under that statute may not at the time lawfully carry on or do.

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ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is One Thousand ( 1,000 ) shares of stock of \$ 1.00 par value.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be no less than \$ 1,000.00.

ARTICLE V

The initial post-office address of the principal office of this corporation in the State of Florida shall be the City of Sunny Isles , County of <sup>Miami-</sup>Dade at 17090 Collins Ave. #B110, Sunny Isles, Florida 33160.

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VI

This Corporation is to exist perpetually.

ARTICLE VII

The Registered Agent for this Corporation shall be Jorge Centofanti and the Registered Address shall be 17090 Collins Ave. #B110, Sunny Isles, Florida 33160

ARTICLE VIII

This Corporation shall have no less than two Directors initially. The number of Directors may be increased or diminished, from time to time, by By-Laws adopted by the Stockholders, but shall never be less than two.

ARTICLE IX

The names and post-office addresses of the members of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, By-Laws of the Corporation, and the Laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified are as follows:

Jorge Centofanti - 17090 Collins Ave. #B110, Sunny Isles, Florida 33160  
Eduardo Lopez - 17090 Collins Ave. #B110, Sunny Isles, Florida 33160

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ARTICLE X

The names and post-office addresses of the first officers of the Corporation who, subject to the provisions of these Articles of Incorporation, By-Laws of the Corporation, and the Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are as follows:

Jorge Centofanti	President, Secretary
17090 Collins Ave. #B110, Sunny Isles, Florida 33160	
Eduardo Lopez	Vice-President, Treasurer
17090 Collins Ave. #B110, Sunny Isles, Florida 33160	

ARTICLE XI

Both Stockholders and Directors shall have the power to hold their meetings and to have one or more offices within or without the State of Florida, and to keep the books of this Corporation at such office as the Stockholders and Directors shall determine, subject to the provisions of the Florida Statutes.

ARTICLE XII

All rights conferred to Stockholders herein are granted subject to the right the Corporation reserves to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner explained in Article XIII of this Certificate.

ARTICLE XIII

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed to them by the Stockholders and approved at a Stockholder's Meeting by a majority of the stock entitled to vote thereof, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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ARTICLE XIV

**Presumptive 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, We, being all of the original subscribers and incorporators of this Corporation for the purpose of forming a Corporation, do make and file these Articles of Incorporation with the Secretary of State of the State of Florida, and accordingly set our hands and seals this 30th day of November, 2000.


  
JORGE CENTOFANTI

  
EDUARDO LOPEZ

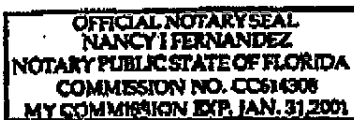
STATE OF FLORIDA  
COUNTY OF DADE

I HEREBY CERTIFY that on this day before me, a Notary Public authorized in the above State and County to take acknowledgments, personally appeared JORGE CENTOFANTI and EDUARDO LOPEZ to me well known and known to me to be the persons described in and who executed these Articles of Incorporation, and they acknowledge before me that they subscribe to those Articles of Incorporation.

WITNESS my hand and official seal in the City of Coral Gables, this 30th day of November, 2000.

  
NOTARY PUBLIC State of Florida at  
Large

My Commission Expires:



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**CERTIFICATE DESIGNATING CHANGE OF PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

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

That PAMPERO, INC.

qualified to do business under the laws of the State of Florida with its principal office  
at 17090 Collins Ave. #B110 County of Miami-Dade, State  
Sunny Isles, Florida 33160  
of Florida, has appointed JORGE CENTOFANTI, of the City  
of Sunny Isles, County of Miami-Dade, State of Florida, 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 the place designated in this Certificate, I hereby accept to act in this capacity, and  
agree to comply with the provisions of said Act relative to keeping open said office.

[Signature]  
REGISTERED AGENT

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