

PO1000008/39  
TRANSMITTAL LETTER

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

900003563389--1  
-01/22/01--01131--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: TERPA FOODSERVICE COMPANY  
(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

FILED  
01 JAN 22 AM 10:00  
TALLAHASSEE, FLORIDA  
DEPT. OF STATE

FROM: ANGELO RUOCCO  
Name (Printed or typed)

1112 WESTON RD., STE. #328  
Address

WESTON, FL 33226  
City, State & Zip

(305) 254-7622  
Daytime Telephone number

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

23-01

**ARTICLES OF INCORPORATION  
OF**

**TERRA FOODSERVICE COMPANY**

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

**FILED**  
01 JAN 22 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**NAME**

The name of this corporation shall be:

**TERRA FOODSERVICE COMPANY**

**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.

#### **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**

##### **PRE-EMPTIVE RIGHTS**

In the event that any authorized, but unissued stock, is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation at the time such authorized, but unissued stock, such new class of stock, or such increase is offered for subscription or such bonds, notes, debentures, or other securities convertible into stock, are offered for sale, shall have the right to subscribe for the share of such authorized, but unissued stock, the shares of such new class of stock, the shares of such increased stock, or to buy such bonds, notes, debentures, or other securities, convertible to stock, before the same is offered for public subscription or sale, in proportion to the number of shares owned respectively by each of the holders of such stock.

#### **ARTICLE VI**

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

The effective date when this corporation shall commence business shall be the **22nd** day of **January, 2001**. This corporation shall exist perpetually unless sooner dissolved according to law.

#### **ARTICLE VII**

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

The principal place of business and mailing address of said corporation shall be at **1112 Weston Road, Suite # 328, Weston, FL 33326**, 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 VIII**

### **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 IX**

### **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	1112 Weston Road, Suite # 328, Weston, FL 33326
Jaime Costa	1112 Weston Road, Suite # 328, Weston, FL 33326

## **ARTICLE X**

### **SUBSCRIBERS**

The name and address of the initial subscribers signing these Articles of Incorporation, the number of shares of stock which they agree 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>
Inter-Gourmet Foods Corporation	1112 Weston Rd., Ste.# 326 Weston, FL 33326	180	\$180.00
Jaime Costa	1112 Weston Rd., Ste.# 328 Weston, FL 33326	720	\$720.00

## **ARTICLE XI**

### **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 XII**

### **REGISTERED AGENT**

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

**Angelo Ruocco**  
**1112 Weston Road, Suite # 328, Weston, FL 33326**

## **ARTICLE XIII**

### **OFFICERS**

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

<b><u>Name</u></b>	<b><u>Address</u></b>	<b><u>Position</u></b>
Angelo Ruocco	1112 Weston Rd., Ste. # 328 Weston, FL 33326	President / CEO
Jaime Costa	1112 Weston Rd., Ste. # 328 Weston, FL 33326	V.P. / General Mgr.

## **ARTICLE XIV**

### **INCORPORATOR**

The name and address of the Incorporator is:

<b><u>Name</u></b>	<b><u>Address</u></b>
Angelo Ruocco	1112 Weston Rd., Ste. # 328, Weston, FL 33326

## **ARTICLE XV**

### **CONFLICT OF INTEREST**

No contract between this corporation and other corporations or another individual shall be invalidated solely by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this corporation.

## ARTICLE XVI

### INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses including legal expenses on appeal matter. The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

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 22nd day of January, 2001.

  
**Angelo Ruocco**  
**Inter-Gourmet Foods Corporation**

  
**Jaime Costa**

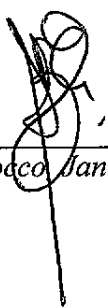
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT / REGISTERED OFFICE**

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 **TERRA FOODSERVICE COMPANY.**
2. The name and address of the registered agent and office are:

**Angelo Ruocco  
1112 Weston Road, Suite # 328, Weston, FL 33326**

*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 January 22<sup>nd</sup>, 2001*

**FILED**  
01 JAN 22 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA