

PO1 0000 16206

TRANSMITTAL LETTER

EFFECTIVE DATE

2-12-01

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

900003671989--4
-02/12/01--01134--018
*****78.75 *****78.75

SUBJECT:

INTERFOODS, INC.

(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

TAMARAC, FL 33321

City, State & Zip

305-254-7622 / 305-213-7611

Daytime Telephone number

FILED
01 FEB 12 PM 12:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

EFFECTIVE DATE

2-12-01

FILED

01 FEB 12 PM 12:04

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

INTERFOODS, INC.

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:

INTERFOODS, INC.

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 **12th** day of **February, 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 **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 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:

<u>Name</u>	<u>Address</u>
Adolfo Urrutia	11040 Bailey Lane, Tamarac, FL 33321
John Koldo Urrutia	11040 Bailey Lane, Tamarac, FL 33321
Angelo Ruocco	11040 Bailey Lane, Tamarac, FL 33321
Fernando Fraujo	11040 Bailey Lane, Tamarac, FL 33321

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:

<u>Name</u>	<u>Address</u>	<u>Shares</u>	<u>Consideration</u>
Adolfo Urrutia	11040 Bailey Lane, Tamarac, FL 33321	270	\$270.00
John Koldo Urrutia	11040 Bailey Lane, Tamarac, FL 33321	270	\$270.00
Angelo Ruocco	11040 Bailey Lane, Tamarac, FL 33321	270	\$270.00
Fernando Fraujo	11040 Bailey Lane, Tamarac, FL 33321	90	\$90.00

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
11040 Bailey Lane, Tamarac, FL 33321

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:

<u>Name</u>	<u>Address</u>	<u>Position</u>
Angelo Ruocco	11040 Bailey Lane, Tamarac, FL 33321	President / C.E.O.
Adolfo Urrutia	11040 Bailey Lane, Tamarac, FL 33321	Vice-President
John Koldo Urrutia	11040 Bailey Lane, Tamarac, FL 33321	Vice-President

ARTICLE XIV

INCORPORATOR

The name and address of the Incorporator is:

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

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, the foregoing Articles of Incorporation were executed this 12th day of February, 2001.

By: 
Angelo Ruocco, Incorporator

FILED

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

01 FEB 12 PM 12:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 **INTERFOODS, INC.**
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, February 12th, 2001

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314