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**Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS
01 MAR 26 PM 2:00

FLORIDA PROFIT CORPORATION OR P.A.**rapid food of america, inc.**

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
RAPID FOOD OF AMERICA INC.

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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.

ARTICLE I - NAME

The name of the Corporation is: **RAPID FOOD OF AMERICA INC.**

ARTICLE II- NATURE OF BUSINESS

This Corporation is organized for the purpose of transacting and any or all business permitted under the laws of the United States of America and the laws of the State of Florida including but not limited to the sale of distribution service and fast food restaurant.

A. To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks and licenses, in the State of Florida and in all other States and countries.

B. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

C. To purchase the corporate assets of any other corporation and engage in the same or other character or business.

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Richard Burns, Esquire
Florida Bar No. 091370
1500 NW 107 Avenue - 200
Miami, Florida 33172
305-597-0202

D. To guarantee, endorse, purchase, hold, sell, transfer mortgage, pledge or otherwise acquire or dispose of the capital stock of, or any bonds, securities or any other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owners of such stock exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

E. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge sell, assign, and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this company is authorized to have outstanding at any time is One Million shares of \$0.01 per value, the consideration to be paid for each share shall be \$0.01.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is not less than FIVE HUNDRED (\$500.00) Dollars.

ARTICLE V

This Corporation is to exist perpetually.

ARTICLE VI

The initial post office address of the registered agent of this corporation is: 1500 N.W. 107 Avenue, #200, Miami, Florida 33172 and the name of the initial registered agent of this corporation is Richard Burns, Esquire. The initial address of the corporation is 1500 NW 107th AVENUE, SUITE 200, MIAMI, FLORIDA 33172.

*Richard Burns, Esquire
Florida Bar No. 091370
1500 NW 107 Avenue - 200
Miami, Florida 33172
305-597-0202*

ARTICLE VII

The names and post office addresses of the member(s) of the first Board of Directors and officers are:

NAME

ADDRESS

1. Juan Manuel Teijeiro, President

Address: Avenida Los Carmeñes, Entre 4 y 5 Transversal, Local 90-1, Planta Baja, El Cementerio, Caracas, Venezuela

2. Manolo Olmedilla, Secretary

Address: Avenida Los Carmeñes, Entre 4 y 5 Transversal, Local 90-1, Planta Baja, El Cementerio, Caracas, Venezuela

3. Pedro Olmedilla, Director

Address: Caracas, Venezuela

4. Manuel Maria Teijeiro, Director

Address: Caracas, Venezuela

ARTICLE VIII - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation are:

1. Juan Manuel Teijeiro, President

Address: Avenida Los Carmeñes, Entre 4 y 5 Transversal, Local 90-1, Planta Baja, El Cementerio, Caracas, Venezuela

2. Manolo Olmedilla, Secretary

Address: Avenida Los Carmeñes, Entre 4 y 5 Transversal, Local 90-1, Planta Baja, El Cementerio, Caracas, Venezuela

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ARTICLE IX - AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the subscribing stockholders and incorporates have hereto set their hands and seals, and caused these Articles of Incorporation to be executed this 26 day of March, 2001.



Juan Manuel Tejeiro, President



Manolo Olmedilla, Secretary

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, HAVING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT RAPID FOOD OF AMERICA, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT DADE COUNTY, IN THE STATE OF FLORIDA, HAS NAMED RICHARD BURNS, ESQ. 1500 N.W. 107 AVENUE, #200, MIAMI, FLORIDA 33172, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

*Richard Burns, Esquire
Florida Bar No. 091370
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Miami, Florida 33172
305-697-0202*

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SIGNATURE: 

TITLE:

JUAN MANUEL TEJEIRO
PRESIDENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 

RICHARD BURNS, REGISTERED AGENT

DATE:

3/26/01

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