

**P0100037421**

OFFICE USE ONLY (Document #)

**LAZARUS CORPORATE FILING SERVICE**

(Requestor's Name)

3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. VITA NUOVA FOODS, INC.  
 (Corporation Name) (Document #)

2. \_\_\_\_\_  
 (Corporation Name) (Document #)

3. \_\_\_\_\_  
 (Corporation Name) (Document #)

4. \_\_\_\_\_  
 (Corporation Name) (Document #)

- Walk in     Pick up time 2:00     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

**FILED**  
 01 APR 12 PM 3:59  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

**RECEIVED**  
 01 APR 12 PM 3:09  
 DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
VITA NUOVA FOODS, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all the rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: **Vita Nuova Foods, Inc.**

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

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

- 1.- Transact any and all lawful business.
- 2.- Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pensions plans, profit sharing plans, stock bonus plans, stock options plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries;

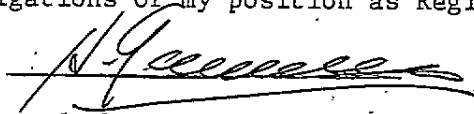
To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual per value of \$1.00 each. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

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.



March 24th, 2001

The name and the street address of the initial registered agent office of this corporation shall be:

**Humberto P. Gamez, 1225 W 35 St. #24-A, Hialeah, Fl. 33012-4872**

ARTICLE VI

The initial Board of Directors shall consist of a total of one persons and the name and address of the person (s) who is to serve as initial director is:

**Humberto P. Gamez, President,**

**1225 W 35 St #24-A, Hialeah, Fl. 33012-4872**

ARTICLE VII

The address of the principal office of this corporation is:

**1225 W 35 St #24-A, Hialeah, Fl 33012-4872**

ARTICLE VIII

The name and address of the incorporator executed these Articles of Incorporation is:

**Humberto P. Gamez, 1225 W 35 ST #24-A, Hialeah, Fl. 33012-4872**

IN WITNESS WHEREOF, the undersigned incorporator has(ve) executed these Articles of Incorporation this 24th day of March, 2001




AFFIDAVIT

STATE OF FLORIDA

COUNTY OF MIAMI DADE

Before me, the undersigned, personally appeared **HUMBERTO P. GAMEZ** who begin first duly sworn on oath, state as follow: I was the President of **VITA NUOVA FOODS, CORP.**, a **FLORIDA CORPORATION**, which corporation was dissolved on or about **1996**. I am executing this affidavit to certify in writing that I do not wish, nor it is my intention, to reinstate the old corporation but to establish a new corporation using the same name.

  
Humberto P. Gamez  
1225 W 35 St. #24-A  
Hialeah, Fl. 33012-4872

STATE OF FLORIDA

COUNTY OF MIAMI DADE

I hereby certify that in this 24th day of March, 2001 before me an officer duly authorized to administer oaths and take acknowledgments, personally appeared **HUMBERTO P. GAMEZ** know to me be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same.

NOTARY PUBLIC

**FILED**  
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TALLAHASSEE FLORIDA