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Florida Department of State  
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**To:**

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**From:**

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Account Number : 071001002335  
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**FLORIDA PROFIT CORPORATION OR P.A.****GOURMEX FOODS, INC.**

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ARTICLES OF INCORPORATION

FOR

GOURMEX FOODS, INC.

We, the undersigned, hereby associate together for the purpose of becoming a Corporation under the laws of the state, by and under the provision of the laws of said state, providing for the information, liability, rights, privileges, and immunities of a Corporation for profit

ARTICLE I

NAME, ADDRESS, AND AGENT

The name of the Corporation shall be:

GOURMEX FOODS, INC.

(Here in after referred to as the corporation). It is registered and principal office shall be located at 1301 NW 89 Ct # 203 (SAGE Building) Miami, Florida 33172, County of DADE, State of Florida. Its registered agents shall be MIGUEL A. PAZ-CABRALES located at 1301 NW 89 Ct # 203 (SAGE Building) Miami, Florida 33172

ARTICLE II

NATURE OF BUSINESS

Section 1.- The general nature of business and objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could, viz. .

a).- To carry on business in the United States of North America or any foreign country or countries, to buy sell, import, export, lease, sub-lease, hold, procure, transport, manufacture, acquire and deal generally, both wholesale and retail, in goods and services of all type, both as principal and agent, in any part of the world. ....

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**ARTICLE III**

**CAPITAL STOCK**

The Capital Stock of the Corporation upon commencing business operations shall consist of: .....

a).- FIVE HUNDRED(500) SHARES or par value. For incorporation purposes, each share will have a nominal value set at ONE DOLLAR ( \$ 1.00) per share as consideration. ....

b).- Said shares of common stock to have par value. All share to be issue fully paid and non assessable. The Capital stock of this Corporation may be paid in lawful money of the U.S.A. in property, labor or services at the fair and just valuation to be fixed by the stockholder or by the board of directors is to be conclusive proof of said value. ....

c).- All the common stock is to have one vote per share in the control of the management of Corporation. ....

d).- The holder of these shares of common stock are to have preventive right in the purchases of subsequent issue of stock. ....

e).- In the event any shareholder may vote his share or shares proxy one share representing one vote. ....

**ARTICLE IV**

**INITIAL CAPITAL**

The amount of Capital with which the Corporation shall begin business shall be not less than FIVE HUNDRED DOLLARS ( \$ 500.00). ....

**ARTICLE V**

**TERM OF EXISTENCE**

The Corporation shall have perpetual existence. ....

ARTICLE VIBOARD OF DIRECTORS

The board of Directors shall consist of (1) person. ....

ARTICLE VIIINITIAL DIRECTORS & OFFICERS

The name and addresses of the first Board of Directors who subject to the provisions of the Articles of Incorporation, the By-laws and the act of the legislature approved June, 1925, and the acts amendatory thereto, shall hold office for the first year of the Corporation's existence, or until their successors are elected and shall have qualified are the following: .....

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
MIGUEL A. PAZ-CABRALES	1301 NW 89 Ct # 203 (SAGE Building) Miami, Fl 33172	President

ARTICLE VIIISUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares which each agrees to take as follows: .....

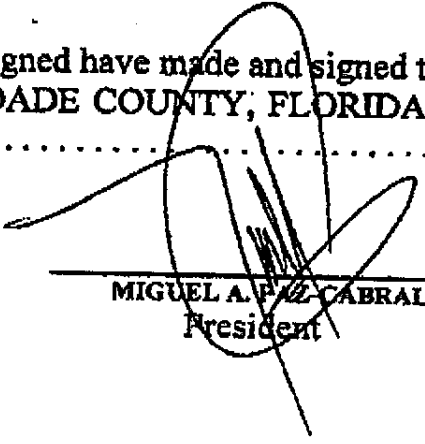
<u>NAME &amp; TITLE</u>	<u>ADDRESS</u>	<u>SHARES</u>
MIGUEL A. PAZ-CABRALES	1301 NW 89 Ct # 203 (SAGE Building) Miami, Fl 33172	--500-

ARTICLE IX

BY-LAWS

The regulation of the business and the conduct of the affairs of the Corporation and the provision creating and limiting the power of the Corporation, the directors and the stockholders, or any class of stockholders of the Corporation, shall be controlled by the by-laws which shall be adopted by the stockholders of the Corporation as soon as practicable after the Corporation shall be formed which said by-laws may from time to time and whenever necessary , by amended by the board of Directors of the Corporation.....

IN WITNESS WHEREOF, we the undersigned have made and signed these articles of the Incorporation at MIAMI, DADE COUNTY, FLORIDA, for the use and purposes aforesaid .....

  
\_\_\_\_\_  
MIGUEL A. P. Z. CABRALES  
President

b).- To enter into make perform carry out , contract, sales and purchases of any and all kind of merchandises, but fundamentally Mexican merchandises, and for any lawful purpose with any person or persons, firms, association and/or Corporation in the United Stated of North America or any foreign Country or Countries. ....

c).- To exchange in the currency of foreign countries and the currency of the United State of North America. ....

d).- To issue bonds debentures and/or obligations of the company from time to time, for the object and purposes of the company and secure the same by mortgage pledge, deed or trial or otherwise. ....

e).- To purchase, hold and release the shares of its capital stock, and to subscribe to purchase, or otherwise stock, bonds, or other securities and obligations of the company and other companies. ....

f).- To do all of such acts or things as they are incident or conductive to the premises, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any herein named, or which shall at any time appear conductive or expedient for the protection or benefit of the Corporation. ....

g).- No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, now or in the future, to be enacted are hereby included in and made part thereof by reference. ....

h).- In general, to carry on any accidental business in connection with the foregoing, whether manufacturing or otherwise and to have and exercise all the powers conferred by the laws of the State of Florida upon Corporation of this character. ....

i). - To enter into, make or perform contract of any kind with any person, association, corporation, municipality, body politic, county, country, territory, state, government or colony, or any dependency thereof, and without limit as to amount, draw, notes drafts, bills of exchange, warrants, bonds, debentures, and all others negotiable instruments ....

STATE OF FLORIDA )

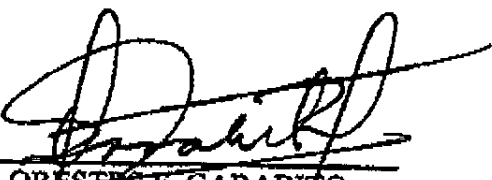
SS

COUNTY OF DADE )

I HEREBY CERTIFY that on this day, before me personally appeared MIGUEL A. PAZ-CABRALES, to me well know to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at City of Miami, County of DADE , State of Florida, this Fifth day of March, 2001



  
ORESTES F. GARABITO  
NOTARY PUBLIC  
STATE OF FLORIDA

COMMISSION NUMBER CC 678601  
MY COMMISSION EXPIRES SEPTEMBER 9, 2001  
BONDED THROUGH GENERAL INSURANCE UNDERWRITERS

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

In pursuance of Charter 48.091 of Florida Statutes, the following is  
submitted in compliance with said act. ....

**FIRST: GOURMEX FOODS, INC.**, desiring to organize under the laws of  
the State of Florida with its principal office as indicated in the **ARTICLES  
OF INCORPORATION** appoints **MIGUEL A. PAZ-CABRALES**, with offices  
located at 1301 NW 89 Ct # 203 (SAGE Building) Miami, Florida 33172,  
County of **DADE** its Registered Agent, to accept service of process within  
this State. ....

**ACKNOWLEDGMENT:** Having been named to accept service of process for  
the above named Corporation, at 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. ....

In the city of Miami, County of Dade, State of Florida, this Fifth day of  
April, 2001.

Registered Agent

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