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Division of Corporations  
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## FLORIDA PROFIT CORPORATION OR P.A.

GIOLA FOOD, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

(b)

OF

GIOLA FOOD, INC.

The undersigned Incorporator of these Articles of Incorporation, a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is:

GIOLA FOOD, INC.

ARTICLE II

Nature of the Business & Powers

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States or the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any time is one thousand shares of common stock having a par value of \$1.00 per share.

Shares may be issued only for a consideration having a value, in the judgement of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

Prepared by:

Esther Z. Bejar, CPA, P.A.  
420 Lincoln Road Ste 357  
Miami Beach, FL 33139  
305-538-3600

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#### ARTICLE IV

##### Existence of the Corporation

This Corporation shall have perpetual existence. Commencement shall be effective this 7th day of June 2001.

#### ARTICLE V

##### Directors

This Corporation shall have one Director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1). The affairs of the Corporation shall be managed by the Director as provided in the By-Laws. The initial Director shall be: Giovanni Marzilli, residing at 1348 Washington Avenue Apt 173 Miami Beach, FL 33139.

#### ARTICLE VI

##### Principal Place of Business

The principal place of business of the Corporation shall be located at: 1348 Washington Avenue Suite 173 Miami Beach, FL 33139 or such other place as may from time to time be designated.

#### ARTICLE VII

##### Incorporator

The name and street address of the Incorporator of this Corporation is:

Giovanni Marzilli  
1348 Washington Avenue Suite 173  
Miami Beach, FL 33139

## ARTICLE VIII

### Registered Agent and Initial Registered Office

The registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Giovanni Marzilli  
1348 Washington Avenue Suite 173  
Miami Beach, FL 33139

The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

## 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, and approved at a stockholders' meeting by at least a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

## ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

**ARTICLE XI**

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

In witness whereof, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 7th day of June, 2001.

  
Giovanni Marzilli

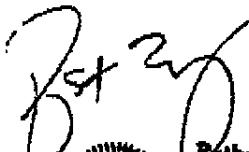

State of Florida )  
County of Miami-Dade ) SS.

The foregoing instrument was acknowledged before me this 7th day of June, 2001 by

**NOTARY PUBLIC**

State of Florida

My commission expires:

  
  
Esther E. Bejar  
Commission # 00 226971  
Expires Dec. 25, 2003  
Bonded Through  
Atlantic Bonding Co., Inc.

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That GIOLA FOOD, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at 1348 Washington Avenue Suite 173, City of Miami Beach, County of Miami-Dade, State of Florida, has named Giovanni Marzilli residing at 1348 Washington Avenue Apt 173, City of Miami Beach, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

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 agree to comply with the provisions of said Act relative to keeping open said office.

  
Giovanni Marzilli

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