

OFFICE USE ONLY

EXPRESS CORPORATE FILING SERVICE INC.
(Requestor's Name)

1000 PONCE DE LEON BLVD. STE: 101

(Address)

CORAL GABLES, FL 33134 305-444-4994

(City, State, Zip)

(Phone #)

900004435459--6
-06/21/01-01032-021
****78.75 ****78.75

OFFICE USE ONLY

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

1. FLORES & FOOD CORP.

(Corporation Name)

(Document #)

01 JUN 21 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

2. _____

(Document #)

3. _____

(Document #)

4. _____

(Document #)

Walk in

Pick up time _____

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

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

RECEIVED
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
NOTIFICATION OF FILING
TO ACKNOWLEDGE
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Examiner's Initials

CERTIFICATE OF INCORPORATION

ARTICLE ONE
NAME

The name of this Corporation shall be:

FLORES & FOOD CORP.

ARTICLE TWO
NATURE OF BUSINESS

This Corporation may engage in any activity of business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE
TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: The date of incorporation.

ARTICLE FOUR
MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00), or such greater amount as may be required by law.

ARTICLE FIVE
NUMBER OF DIRECTORS

This Corporation shall at all times have at least one Director who is a resident of the United States of America. The stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of one Director.

The names and addresses of the initial Directors of this Corporation are:

FERNANDO FLORES
275 SW 37TH AVE.
MIAMI, FL. 33135

DOMINGO A. FLORES
275 SW 37TH AVE.
MIAMI, FL. 33135

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ARTICLE SIX CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years, and provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

ARTICLE SEVEN

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE EIGHT CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

A. Designation: The stock of this Corporation shall be known as Common Stock.

B. Authorized: The maximum number of shares of Common Stock that this Corporation may issue is: 100 shares

C. Par value: Each share of Common Stock shall have the par value of:

\$1.00 each

D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or in the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

E. Non-assessability: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F. Cumulative Voting: No holder of Common Stock shall be entitled to any right of cumulative voting.

G. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

H. Liquidation Rights: Holders of Common Stock are entitled in the event of liquidation or dissolution of this Corporation, to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

ARTICLE NINE INDEMNIFICATION

This Corporation shall indemnify any and all of its Directors, Officers, employees, or agents, or former Directors, Officers, employees or agents, or any person who may have served at its request as Director, Officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, in which its own shares of capital stock, or of which it is a creditor against the expenses, including the cost of any judgments, fines, settlements and counsel fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative (and any appeals thereof) to which any such person or his legal representative may be made a party, or may be threatened to be made a party by reason of his alleged acts or omission while being or having been such Director, Officer, employee or agent, provided, it shall not be determined by a final determination thereof on the merits that such Director, Officer, employee or agent his duties, or provided that such action, suit or proceeding shall be settled without a final determination on the merits and it shall be determined that such Director, Officer, employee or agent had not in any substantial way been derelict in the performance of his duties as charged therein, such determination to be made by a majority of the members of the Board of Directors of this Corporation who were not parties for such action, suit or proceedings, though less than a quorum, or by any one or more disinterested persons to whom the question may be referred by the Board of Directors. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, Officer, employee or agent may be entitled as a matter of law or which may be lawfully granted to him.

ARTICLE TEN SPECIAL VOTING PROVISIONS

The occurrences enumerated in this Article shall not be authorized, nor shall they have any force or effect, unless assented to in writing by the stockholders of the required percentage of this Corporation's stock entitled to vote at the time of the proposal of any such occurrence. For each such occurrence, the required percentage shall be as follows:

1.- Amendment of this Certificate of Incorporation.
Required percentage:

2.- Sale, lease or exchange of all this Corporation's property and assets, or of any property or assets of this Corporation essential to the business of this Corporation.
Required percentage:

3.- Merger or consolidation of this Corporation into or with any other corporation.
Required percentage:

4.- Voluntary dissolution of this Corporation.
Required percentage:

ARTICLE ELEVEN PREEMPTIVE RIGHTS

Every shareholder, upon the sale of cash or any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE TWELVE PERCENTAGE OF SHARES

The names and addresses of each subscriber to the Articles of Incorporation and the number of shares which each of them agree to take are as follows:

FERNANDO FLORES	50%	DOMINGO A. FLORES	50%
275 SW 37TH AVE.		275 SW 37TH AVE.	
MIAMI, FL. 33135		MIAMI, FL. 33135	

ARTICLE THIRTEEN INITIAL CORPORATE OFFICERS

The initial corporate officer of this Corporation and their titles shall be:

FERNANDO FLORES	PRESIDENT
DOMINGO A. FLORES	SEC.-TREAS.

SUBSCRIBERS, INITIAL DIRECTORS, INITIAL PRINCIPAL OFFICE AND RESIDENT AGENT.

INITIAL PRINCIPAL OFFICE/STREET ADDRESS:

The undersigned individuals, competent to contract, execute this Certificate of Incorporation as their subscribers and Directors. The undersigned individuals shall hold office as Directors until their successors have qualified following their election or appointment. The initial street address in Florida of the principal office of this Corporation shall be:

275 SW 37TH AVE.
MIAMI, FL. 33135

The Corporation may change its Principal Office at any time.

SUBSCRIBERS/INITIAL DIRECTORS/RESIDENT AGENT:
The Resident Agent of this Corporation shall be:

FERNANDO FLORES

IN WITNESS WHEREOF, the undersigned Subscribers do make, subscribe and acknowledge and file this Certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.



FERNANDO FLORES
RESIDENT AGENT

STATE OF FLORIDA)
COUNTY OF DADE)

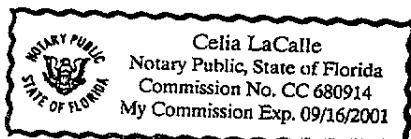
BEFORE ME, the undersigned authority, personally appeared to me well known and known to me to be the individual described in and who executed the foregoing Certificate of Incorporation, and who acknowledge before me that the same was executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand official seal at Miami, Dade County, Florida.

Date: 06/09/01

Celia LaCalle
Notary Public State of Florida

My commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 OR 617.0501, 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
FLORES & FOOD CORP.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

FERNANDO FLORES
275 SW 37TH AVE.
MIAMI, FL. 33135

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.

SIGNATURE


FERNANDO FLORES

DATE

06/20/01

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TALLAHASSEE FLORIDA