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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

ODESSA INTERNATIONAL FOOD, INC.

Certificate of Status	0
Certified Copy	1
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

ODESSA INTERNATIONAL FOOD, INC.

The undersigned hereby petition for the formation of a corporation under the laws of the State of Florida, with and under the following Charter:

ARTICLE I

The name of the corporation shall be:

ODESSA INTERNATIONAL FOOD, INC.

ARTICLE II

The general nature of the business to be transacted shall be grocery store and other general business or otherwise engage in any activity or business permitted under the laws of the United States of America and this State.

ARTICLE III

The capital stock of this corporation shall consist of 1000 shares of common stock of \$1.00 par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. On dissolution or liquidation of the corporation the holders of the stock shall be entitled to distribution rateable as their holdings may appear upon the stock record of the corporation.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The business and property of this corporation shall be managed by a Board of Directors consisting of three (3) or more members, as may be provided By-laws.

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FL. BAR NO.: 694-290

GERALD T. ENGEL, ESQ.
901 N. W. 22ND AVENUE
MIAMI, FL 33125
(305) 649-7344

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ARTICLE VI

The names and post office addresses of the first Board of Directors of this corporation, who, subject to the provisions of this Certificate, the By-laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected and have qualified, are as follows:

Residing at:	OSOVSKIY VLADIMIR 2801 N. E. 183RD STREET, #1503 AVENTURA, FL 33160	President
Residing at:	FRIDMAN ILYA 812 N. E. 26TH AVENUE HALLANDALE, FL 33009	Vice-President
Residing at:	DARMENKO VALERIY 914 N. E. 27TH AVENUE HALLANDALE, FL 33009	Secretary

ARTICLE VII

The Registered Agent for the purpose of complying with Florida law shall be DARMENKO VALERIY and the registered agent's office of this corporation shall be 1835 N. E. 185TH STREET, NORTH MIAMI BEACH, FL 33160.

ARTICLE VIII

The post office address of the principal office of this corporation until otherwise determined by the stockholders or the Board of Directors shall be 1835 N. E. 185TH STREET, NORTH MIAMI BEACH, FL 33160 and branch offices may be maintained at such places in the State of Florida, and in the United States of America and in foreign countries as may from time to time be authorized by the stockholders or Board of directors of this Corporation.

ARTICLE IX

The name and post office address of the Subscriber of this Certificate of Incorporation and the number of shares of the capital stock of this

corporation subscribed by the said Subscriber of this Certificate of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
OSOVSKIY VLADIMIR	2801 N. E. 183RD STREET, #1503 AVENTURA, FL 33160	334
FRIDMAN ILYA	812 N. E. 26TH AVENUE HALLANDALE, FL 33009	333
DARMENKO VALERIY	914 N. E. 27th Avenue HALLANDALE, FL 33009	334

ARTICLE X

The regulations of the conduct of the affairs of this corporation, the issuance of certificate of capital stock of this corporation, the voting rights of the holders of the shares of the capital stock of this corporation, are vested in the shareholders.

IN WITNESS WHEREOF, the undersigned Subscriber has hereunto set their hand and seal in the City of Miami, County of Dade, State of Florida, this 6th day of November, 2001.

SWORN TO AND SUBSCRIBED before me on this 6th day of November, 2001.



OSOVSKIY VLADIMIR, PRESIDENT



FRIDMAN ILYA, VICE PRESIDENT



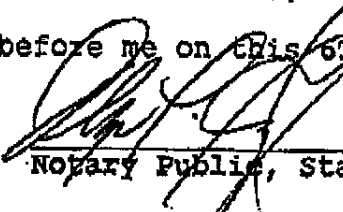
DARMENKO VALERIY, SECRETARY

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, OSOVSKIY VLADIMIR, FRIDMAN ILYA AND DARMENKO VALERIY, known to be the persons who executed the foregoing Certificate of Incorporation of ODESSA INTERNATIONAL FOOD, INC., and they acknowledged before me that they have executed the same for the purpose therein set forth. The foregoing instrument was acknowledged before me by OSOVSKIY VLADIMIR, FRIDMAN ILYA AND DARMENKO VALERIY, who produced identification.

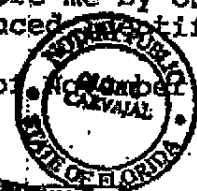
SWORN TO AND SUBSCRIBED before me on this 6th day of November 2001, in Miami, Florida.

MY COMMISSION EXPIRES:



Notary Public, State of

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SPECIAL SEAL
COMMISSION NO. 00000000000000000000
MY COMMISSION EXPIRES DEC 15, 2004

TOTAL P.05

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I ACCEPT DESIGNATION AS REGISTERED AGENT OF THIS CORPORATION AND
I AM FAMILIAR WITH THE DUTIES REQUIRED OF ME.


DARMENKO VALEERY

Prepared by: GERALD T. ENGEL, ESQ.
901 N. W. 22ND AVENUE
MIAMI, FL 33125
(305) 649-7344

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