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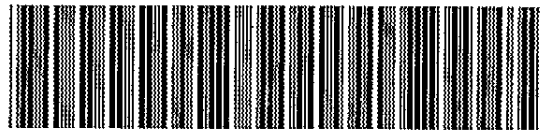
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October 30, 2003

Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

RE: **Zapata Foods, Inc.**
Number: P01000113386

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Restated Articles of Incorporation, along with a copy of the Unanimous Written Consent of Shareholders and Directors regarding an increase in the number of shares of capital stock of Zapata Foods, Inc. I have also enclosed our firm check in the amount of \$35.00, which represents your filing fee for the Restate Articles.

Thank you for your attention to this matter. Should you have any questions please do not hesitate to contact my office.

Respectfully,



Diahn L. Clark
DLC: tlc

Enclosures

RESTATED ARTICLES OF INCORPORATION

OF

ZAPATA FOODS, INC.

P01000113386

ARTICLE I - NAME

The name of this corporation is ZAPATA FOODS, INC.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of the Original Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock which this Corporation shall have authority to issue is Three Million (3,000,000), consisting of Two Million (2,000,000) shares of Class A Voting Common Stock, \$.01 par value, and One Million (1,000,000) shares of Class B Non-Voting Common Stock, \$.01 par value. The Class B Common Stock being established hereby is a new class of Class B Common Stock. The Class A Voting Common Stock and the Class B Non-Voting Common Stock are hereinafter referred to collectively as the "Common Stock". The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are as follows:

SECTION 1. Common Stock - General Provisions. Each share of Common Stock shall be equal to every other share of Common Stock, except as otherwise provided herein or required by law.

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Shares of Common Stock authorized hereby shall not be subject to preemptive rights. The holders of shares of Common Stock now or hereafter outstanding shall have no preemptive right to purchase or have offered to them for purchase any of such authorized but unissued shares, or other equity securities issued or to be issued by the Corporation.

The holders of shares of Common Stock shall be entitled to receive such dividends (payable in cash, stock or otherwise) as may be declared on the Common Stock by the Board of Directors at any time or from time to time out of any funds legally available therefore.

In the event of any voluntary or involuntary liquidation, distribution or winding up of the Corporation, the holders of shares of Common Stock shall be entitled to receive all of the remaining assets of the Corporation available for distribution to its stockholders, ratably in proportion to the number of shares of Common Stock held by them.

SECTION 2. Common Stock - Other Provisions.

(a) Voting Rights. The shares of Common Stock shall have the following voting rights:

(1) Each share of Class A Voting Common Stock shall entitle the holder thereof to one vote upon all matters upon which stockholders have the right to vote. Except as otherwise required by applicable law, the holders of shares of Class A Common Stock shall vote together as one class on all matters submitted to a vote of stockholders of the Corporation.

(2) Each share of Class B Non-Voting Common Stock shall carry no right to vote for the election of directors of the Corporation and no right to vote on any matter presented to the stockholders for their vote or approval except as required by applicable law.

(b) Dividends and Distributions. Holders of Common Stock shall be entitled to such dividends and other distributions in cash, stock or property of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefore; provided, however, that in no event may the rate of any dividend payable on outstanding shares of any class of Common Stock be greater than the dividend rate payable on outstanding shares of the other class of Common Stock. All dividends and distributions on the Class A Voting Common Stock payable in stock of the Corporation shall be made in shares of Class A Voting Common Stock, and all dividends and distributions on the Class B Non-Voting Common

Stock payable in stock of the Corporation shall be made at the same dividend rate per share in shares of Class B Non-Voting Common Stock. In no event will shares of any class of Common Stock be split, divided or combined unless the outstanding shares of the other class of Common Stock shall be proportionately split, divided or combined.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding Class A common shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1329 Bedford Drive, Suite 1, Melbourne, Florida 32940, and the name of the initial registered agent of this corporation at that address is Christopher J. Coleman.

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Restated Articles of Incorporation is:

NAME

ADDRESS

Christopher J. Coleman

1329 Bedford Drive, Suite 1
Melbourne, Florida 32940

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE X - BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

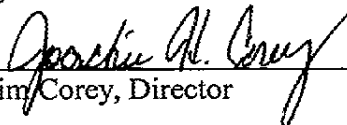
ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII - PRINCIPAL OFFICE

The principal office address and mailing address of this corporation shall be 851 Brickell Street, Palm Bay, Florida 32909.

IN WITNESS WHEREOF, the undersigned Directors have executed these Restated Articles of Incorporation this 9th day of August 2002.



Joachim Corey, Director


Cesar Zapata, Director
Lisa Lee, Director

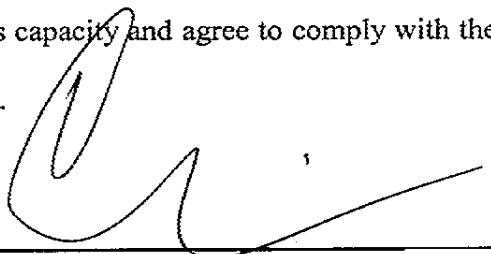
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST that ZAPATA FOODS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Palm Bay, County of Brevard, State of Florida, has named Christopher J. Coleman, Esquire located at 1329 Bedford Drive, Suite 1, Melbourne, Florida 32940, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the 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.


CHRISTOPHER J. COLEMAN, ESQUIRE

Dated this 9th day of August 2002.

UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS AND DIRECTORS
REGARDING INCREASE IN NUMBER OF SHARES OF CAPITAL STOCK OF
ZAPATA FOODS, INC.

The undersigned, being all of the Directors and Shareholders of ZAPATA FOODS, INC. a Florida corporation, by Unanimous Written Consent pursuant to the authority contained in the Florida Business Corporation Act, §607.0821, Florida Statutes, without the formality of convening a meeting, do hereby consent to the following action of this corporation:

RESOLVED, that as it is in the best interest of the corporation and the conduct of corporation business that the corporation increase its numbers of shares of capital stock which this corporation will have authority to issue to Three Million (3,000,000) of which two million will be Class A and one million will be Class B and will be non-voting.

FURTHER RESOLVED, that the Officers of the corporation are empowered and directed to take any and all actions necessary to effect the change of the corporation's numbers of shares of capital stock which the corporation has authority to issue, in accordance with this consent.

DATED this 5th day of August, 2002.


Joachim Corey, Director and Shareholder


Cesar Zapata, Director and Shareholder