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

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
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FLORIDA PROFIT CORPORATION OR P.A.

FOOD DELIVERY SERVICE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK DEC 19 2001

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ARTICLES OF INCORPORATION
OF

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FOOD DELIVERY SERVICE, INC

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator (s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be: **FOOD DELIVERY SERVICE, INC.**

The principal place of business of this corporation shall be:

**1801 COLLINS AVE, STE 1102
MIAMI BEACH, FL 33139**

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

100 SHARES @ \$10.00 PAR VALUE

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name (s) and street address (es) of the initial officer (s) and director (s), if any, who shall hold office the first year of the corporation's existence or until their successor (s) is (are) elected, is (are):

**NELSO H. GARCIA
1801 COLLINS AVE, STE 1102
MIAMI BEACH, FL 33139
PRESIDENT**

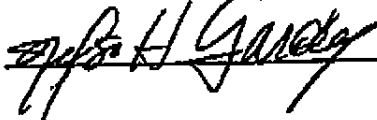
ARTICLE VI INCORPORATOR(S)

The name (s) and street address (es) of the incorporator (s) to this articles of incorporation is (are):

NELSO H. GARCIA
1801 COLLINS AVE, STE 1102
MIAMI BEACH, FL 33139

IN WITNESS WHERE OF, the undersigned incorporator (s) has (have) executed these Articles of incorporation this 18th day of DECEMBER, 2000, 2001

Signature (s) of Incorporator (s)



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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:

FOOD DELIVERY SERVICE, INC

2. The name and address of the registered agent and office is:

NELSO H. GARCIA
1801 COLLINS AVE, STE 1102, MIAMI BEACH, FL 33436

(P.O. BOX NOT ACCEPTABLE)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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SIGNATURE *Nelson H. Garcia*

TITLE PRESIDENT

DATE 12/18/01

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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE *Nelson H. Garcia*

DATE 12/18/01