

# P02000000/428

Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
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From: Account Name : FAS-T CORP. AGENTS, INC.  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**AMERICAN FOOD IMPORT EXPORT, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 4, 2002

FAS-T

SUBJECT: AMERICAN FOOD IMPORT EXPORT, INC.  
REF: W02000000320

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 245-6931.

Becky McKnight  
Document Specialist  
New Filing Section

FAX Aud. #: H02000001176  
Letter Number: 602A00000470

**ARTICLES OF INCORPORATION  
OF  
AMERICAN FOOD IMPORT EXPORT, INC.**

**Article I  
Name**

The name of this corporation is: AMERICAN FOOD IMPORT EXPORT, INC.

**Article II  
Principal Office Address**

The mailing address of the Corporation is:  
7222 N.W. 56<sup>TH</sup> STREET  
Miami, Florida 33166

**Article III  
Capital Stock**

This corporation shall have the authority to issue 100 shares of common stock with a par value of \$1.00 per share.

**Article IV  
Pre-Emptive Rights**

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, 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 V  
Initial Registered Office and Agent**

The name and address of the registered agent of the Corporation is:

ROMUALDO ROMERO  
1037 Thistle Creek Court  
Weston, Florida 33327

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**Article VI**  
**Incorporator**

The name and address of the incorporator is:

KEVIN C. GUANAGA, ESQ.  
ATTORNEY AT LAW  
4201 S.W. 11<sup>TH</sup> STREET  
MIAMI, FLORIDA 33134

**Article VII**  
**Initial Board of Directors**

The name and address of the initial director of this corporation is:

ROMUALDO ROMERO  
1037 Thistle Creek Court  
Weston, Florida 33327

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

**Article VIII**  
**Indemnification**

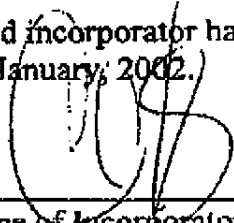
This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**Article IX**  
**Corporate Existence**

These Articles of Incorporation shall become effective and the corporate existence will begin on January 4, 2002.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these  
Articles of Incorporation this 3RD day of January, 2002.



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Name of Incorporator  
KEVIN C. GUANAGA

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

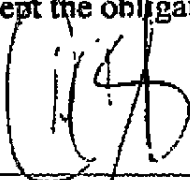
Pursuant to the provisions of s607.0501, Florida Statutes, the undersigned corporation, organized pursuant under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

The name of the Corporation is: **AMERICAN FOODS IMPORT EXPORT, INC.**

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

**ROMUALDO ROMERO**  
1037 Thistle Creek Court  
Weston, Florida 33327

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**ROMUALDO ROMERO**  
By Kevin C. Guanaga as attorney-in-fact

Date: JANUARY 3, 2002.

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