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Audit No.: H06000280107 3

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

SANSO FOODS, INC.

The undersigned, hereby amends and restates its Articles of Incorporation, under the provisions of Section 607.1006, Florida Statutes, originally filed on January 22, 2002, as amended.

ARTICLE I. NAME

The name of the Corporation is:

SANSO FOODS, INC.

and the principal place of business is:

10881 NW 29 Street,
Doral, FL 33172

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the Corporation commenced on the date of filing of the original Articles of Incorporation.

ARTICLE III. PURPOSE

This Corporation is formed for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

Audit No.: H06000280107 3
This instrument prepared by:
Rasco Reininger Perez Esquenazi & Vigil, P.L.
283 Catalonia Avenue, 2nd Floor
Coral Gables, Florida 33134
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Audit No.: H06000280107 3

**ARTICLE IV. AUTHORIZED SHARES;
PREFERENCES; QUALIFICATIONS; LIMITATIONS; RESTRICTIONS**

(a) Classes of Stock. This Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock" or referred together as "Stock". The total number of shares that the Corporation is authorized to issues is Twenty Five Thousand (25,000) shares of Common Stock, One Dollar (\$1.00) par value, and Twenty Five Thousand (25,000) shares of Preferred Stock, One Dollar (\$1.00) par value. The preferences, qualifications, limitations and restrictions and the special and relative rights in respect of the shares of each such class are more particularly specified in this Article.

(b) Voting Rights. The holder of each share of Stock shall have the right to one vote, and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of this Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

(c) Redemption. The Common Stock and the Preferred Stock are not redeemable.

(d) Dividends. The holders of the Common Stock and Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors, and in the proportions more particularly provided below.

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Audit No.: H06000280107 3

When and if declared by the Board of Directors out of funds legally available for the purpose, Fifty Percent (50%) of the aggregate amount of dividends or distributions declared for distribution to the stockholders shall be distributed among and paid to the holders of the Preferred Stock, in proportion to the number of shares held by them respectively, and the remaining Fifty Percent (50%) of the aggregate amount of dividends or distributions declared for distribution to the stockholders shall be distributed among and paid to the holders of Common Stock, in proportion to the number of shares held by them respectively.

(c) Dissolution and Liquidation. In the event of any dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, holders of Common Stock and Preferred Stock then outstanding shall be entitled to receive out of the assets of the Corporation an amount equal to all dividends declared and unpaid thereon, without interest.

After such payment in full of dividends shall have been made to the holders of the Common Stock and Preferred Stock, the holders of the Preferred Stock then outstanding shall be entitled to receive out of the assets of the Corporation, before any payment or distribution shall be made to the holders of the Common Stock, an amount equal to One Hundred Fifty Dollars (\$150.00) per share of the Preferred Stock. If upon any such dissolution, liquidation or winding up of the Corporation the assets of the Corporation available for distribution to stockholders are insufficient to make such payment in full to the holders of the Preferred Stock under the

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Audit No.: H06000280107 3

preceding sentence, payment shall be made to the holders of the Preferred Stock ratably in accordance with the number of shares held by them respectively.

After such payment in full shall have been made to the holders of the Preferred Stock, then Fifty Percent (50%) of remaining assets of the Corporation available for distribution to its stockholders shall be distributed among and paid to the holders of the Preferred Stock, in proportion to the number of shares held by them respectively, and the remaining Fifty Percent (50%) of the remaining assets of the Corporation available for distribution to its stockholders shall be distributed among and paid to the holders of Common Stock, in proportion to the number of shares held by them respectively.

(f) Merger; Consolidation. A merger or consolidation of the Corporation into or with another entity that results in the stockholders of the Corporation, owning less than 50% of the voting securities of the surviving corporation (or its parent, if applicable) immediately following the transaction, or the sale, transfer or other disposition (but not including a transfer or disposition by pledge or mortgage to a bona fide lender) of all or substantially all of the assets of the Corporation, shall be deemed to be a liquidation, dissolution or winding up of the Corporation for purposes of this Article IV.

(g) Distributions of Assets in Kind. In the event of any liquidation, dissolution or winding up of the Corporation, which will involve the distribution of assets other than cash, the

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Audit No.: H06000280107 3

value of the assets to be distributed to the holders of shares of the Preferred Stock and the holders of shares of Common Stock shall be determined by an independent certified appraisal of the assets subject to the distribution as shall be selected in good faith by the Corporation's Board of Directors.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 283 Catalonia Avenue, 2nd Floor, Coral Gables, Florida 33134, and the name of the Corporation's registered agent at that address is Miami Corporate Systems, Inc.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the present directors are:

Gustavo C. Robayna
10881 NW 29 Street
Doral, Florida 33172

Roberto Mendez
10881 NW 29 Street
Doral, Florida 33172

Miguel A. Maranges
10881 NW 29 Street
Doral, Florida 33172

Audit No.: H06000280107 3
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Audit No.: H06000280107 3

Orlando Bajos
10881 NW 29 Street
Doral, Florida 33172

Hector V. Mella
EPS# A449
7801 NW 37 Street
Miami, Florida 33166

ARTICLE VII. INCORPORATOR

The name and street address of the original incorporator was:

Gustavo C. Robayna
10881 NW 29 Street
Doral, Florida 33172

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the stockholders, except that the board of directors may not amend or repeal any bylaw adopted by the stockholders if the stockholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Amended and Restated Articles of Incorporation in the manner prescribed by law, and all rights conferred on stockholders are subject to this reservation. Every amendment shall be approved by

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Audit No.: H06000280107 3

the board of directors, proposed by them to the stockholders, and approved at a stockholders' meeting by the holders of seventy-five percent (75%) or more of the issued and outstanding shares of Stock.

ARTICLE X. APPROVAL

The within Amended and Restated Articles of Incorporation contains amendments which require Board of Director and Stockholder approval. The number of votes cast for this Amended and Restated Articles of Incorporation by the Board of Directors and the sole Stockholder was sufficient for approval.

The within Amended and Restated Articles of Incorporation of the Corporation was approved and adopted by means of a written consent of the sole stockholder and the Board of Directors of the Corporation, dated effective as of November 7, 2006.

Audit No.: H06000280107 3
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Audit No.: H06000280107 3

IN WITNESS WHEREOF, the undersigned Director has executed these Amended and Restated Articles of Incorporation this 7th day of NOVEMBER, 2006.


Gustavo C. Robayna, Director

Audit No.: H06000280107 3
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent of SANSO FOODS, INC. in the foregoing Articles of Incorporation, Miami Corporate Systems, Inc. hereby agrees to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

By:


Salomon B. Esquenazi, V.P.

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Audit No.: H06000280107 3
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