

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**P02000037181**

Rosias Enterprises, Inc.

800005192449--7  
-04/04/02--01053--019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

<input checked="" type="checkbox"/>	Art of Inc. File	2002 APR - 4 AM 9:41 SECRETARY OF STATE TALLAHASSEE, FLORIDA	FILED
<input type="checkbox"/>	LTD Partnership File		
<input type="checkbox"/>	Foreign Corp. File		
<input type="checkbox"/>	L.C. File		
<input type="checkbox"/>	Fictitious Name File		
<input type="checkbox"/>	Trade/Service Mark		
<input type="checkbox"/>	Merger File		
<input type="checkbox"/>	Art. of Amend. File		
<input type="checkbox"/>	RA Resignation		
<input type="checkbox"/>	Dissolution / Withdrawal		
<input type="checkbox"/>	Annual Report / Reinstatement		
<input checked="" type="checkbox"/>	Cert. Copy	02 APR - 4 AM 11:14 DIVISION OF CORPORATE REGISTRATION	RECEIVED
<input type="checkbox"/>	Photo Copy		
<input type="checkbox"/>	Certificate of Good Standing		
<input type="checkbox"/>	Certificate of Status		
<input type="checkbox"/>	Certificate of Fictitious Name		
<input type="checkbox"/>	Corp Record Search		
<input type="checkbox"/>	Officer Search		
<input type="checkbox"/>	Fictitious Search		
<input type="checkbox"/>	Fictitious Owner Search		
<input type="checkbox"/>	Vehicle Search		
<input type="checkbox"/>	Driving Record		
<input type="checkbox"/>	UCC 1 or 3 File		
<input type="checkbox"/>	UCC 11 Search		
<input type="checkbox"/>	UCC 11 Retrieval		
<input type="checkbox"/>	Courier		

Signature

Requested by SW

Name

Date 4/4

Time 9:23

Walk-In

Will Pick Up

**ARTICLES OF INCORPORATION**  
**OF**  
**ROSIAS ENTERPRISES, INC.**

**FILED**  
2002 APR -4 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, being natural person(s) competent to contract, hereby, for the purpose of forming a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation for such corporation:

**ARTICLE I**

**NAME:** The name of the corporation shall be Rosias Enterprises, Inc.

**ARTICLE II**

**NATURE OF BUSINESS:** The general nature of the business to be transacted by this corporation is:

1. To import food from foreign countries for resale, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and all other states and countries.
2. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, or transfers of corporate indebtedness as required.
3. To purchase the corporate assets of any other corporation engaged in same or other character of business.
4. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of shares of the capital stock of, or any bond securities, or other evidence of indebtedness created by this or any other corporation of the State of Florida or any other state or government, and while owner of such stock exercise all rights, powers, and privileges of ownership, including the right to vote such stock.
5. To engage in any other lawful activity or business permitted under the laws of the State of Florida and of the United States of America.

**ARTICLE III**

**CAPITAL STOCK:** The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 7,000 shares of common stock at a par value of One Dollar (\$1.00) per share.

**ARTICLE IV**

**INITIAL CAPITAL:** The amount of capital with which this corporation will begin business is Five Hundred Dollars (\$500.00).

**ARTICLE V**

**TERM OF EXISTENCE:** The corporation is to exist perpetually.

#### ARTICLE VI

**ADDRESS:** The initial address of the principal offices of the corporation is 4421 NW 36<sup>th</sup> Terrace, Gainesville, FL 32605. The Board of Directors may from time to time move the principal office to any other address in the State of Florida

#### ARTICLE VII

**DIRECTORS:** The corporation shall have one (1) directors initially. The number of Directors may be increased or decreased from time to time by By-Laws adopted by the stockholders but shall never be less than one (1) or more than seven (7). The Directors shall be elected by the shareholders at the annual meeting of the corporation.

#### ARTICLE VIII

**BOARD OF DIRECTORS:** The names and addresses of the members of the first Board of Directors to serve for the first year or until otherwise replaced according to the By-Laws adopted by the stockholders are:

Ernesto Rosias  
4421 NW 36<sup>th</sup> Terrace  
Gainesville, FL 32605

#### ARTICLE IX

**SUBSCRIBER:** The name and address of the subscriber to these Articles of Incorporation is Ernesto Rosias, 4421 NW 36<sup>th</sup> Terrace, Gainesville, FL 32605.

#### ARTICLE X

**REGISTERED AGENT AND REGISTERED ADDRESS:** Ernesto Rosias, 4421 NW 36<sup>th</sup> Terrace, Gainesville, FL 32605 is authorized to serve as the initial registered agent of the corporation to accept service of process as registered agent of the corporation.

#### ARTICLE XI

**PRE-EMPTIVE RIGHTS:** Each shareholder of this corporation shall have a pre-emptive right to purchase additional shares of the corporation at any such time as the same are offered for sale by the corporation.

#### ARTICLE XII

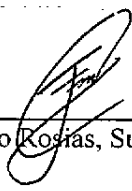
**BY-LAWS:** The stockholders shall be authorized to adopt by-laws, including therein a provision for replacement of loss or destroyed stock certificates; for a lien upon the stock for stockholders' indebtedness to the corporation; that such by-laws are not to be inconsistent with the laws of the State of Florida; that the by-laws can be amended by the stockholders of this corporation; and a provision that, by a stockholder's agreement or by-laws, the corporation may restrict the transfer or encumbrance of any and all the stock.

#### ARTICLE XIII

**AMENDMENTS:** These Articles of Incorporation may be amended in the manner provided herein except as modified by Florida Law. Each amendment must be approved by a majority vote of those stockholders

entitled to vote thereon, at a meeting for which at least ten days advance notice was given to all stockholders of the language of the proposed amendment, unless all stockholders execute a written waiver of the requirement for advance notice. Notice shall be accomplished by hand delivery to each stockholder or by furnishing a copy of the notice of meeting to the stockholders last known address by use of United States Postal Services.

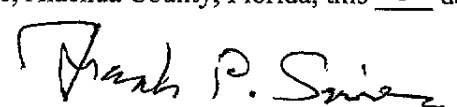
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 3 day of April, 2002.

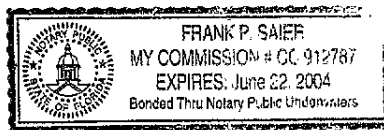
  
Ernesto Rosias, Subscriber

STATE OF FLORIDA  
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority personally appeared Ernesto Rosias, to me personally known or who provided DRIVER LICENSE as identification and known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that he signed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and seal at Gainesville, Alachua County, Florida, this 3 day of April, 2002.

  
Notary Public, State of Florida  
My Commission expires:



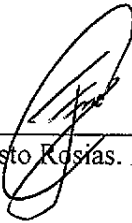
CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That Rosias Enterprises, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Gainesville, County of Alachua, State of Florida, has named Ernesto Rosias, 4421 NW 36<sup>th</sup> Terrace, Gainesville, FL 32606 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 provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Ernesto Rosias. Registered Agent

**FILED**  
2002 APR -4 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA