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

From:  
Account Name : MIDLAND ENTERPRISES, INC./PA ASSOCIATES  
Account Number : T19990000034  
Phone : (954)565-1723  
Fax Number : (954)568-6771

FILED  
03 MAR 25 AM 9:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**SMX Food, Corp.**

Certificate of Status	1
Certified Copy	0
Page Count	01
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ARTICLES OF INCORPORATION  
OF

SMX Food, Corp.

The undersigned Simon McDonough, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation

ARTICLE ONE      NAME

The name of the corporation shall be SMX Food, Corp.

ARTICLE TWO      PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be  
6801 Harding Avenue Suite #310, Miami Beach FL 33141

ARTICLE THREE      SHARES

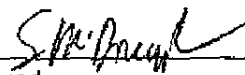
The number of shares of stock that this corporation is authorized to have outstanding at any time shares is: **one hundred (100) of no par value.**

ARTICLE FOUR      INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent will be  
Simon McDonough of 6801 Harding Avenue Suite #310, Miami Beach FL 33141

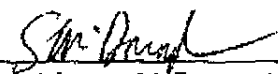
ARTICLE FIVE      INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation are:  
Simon McDonough of 6801 Harding Avenue Suite #310, Miami Beach FL 33141

  
\_\_\_\_\_  
Signed  
Simon McDonough - Incorporator

3/25/03  
\_\_\_\_\_  
Dated

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity,. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
\_\_\_\_\_  
Signed Simon McDonough  
Registered Agent

3/25/03  
\_\_\_\_\_  
Dated

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TALLAHASSEE, FLORIDA

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ARTICLE SIX

The number of directors constituting the initial board of directors is one and the name and address of the person or persons who are to serve as Director until the first annual meeting of the shareholders or until their successors are elected and qualified are:

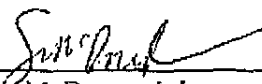
Name	Mailing Address
Simon McDonough	6801 Harding Avenue Suite #310, Miami Beach FL 33141

ARTICLE SEVEN

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE EIGHT

The powers of the Incorporator cease upon filing of the Articles of Incorporation.

  
Simon McDonough Incorporator

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