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TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Moti Foods, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- ☒ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

ARTICLES OF INCORPORATION
OF
MOTI FOODS, INC.

The undersigned, acting as incorporator of MOTI FOODS, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is MOTI FOODS, INC. (the "Corporation").

ARTICLE II. ADDRESS

The mailing address of the Corporation is:

701 Brickell Ave., Suite 3000
Miami, Florida 33131

The business address of the Corporation is:

4335 N.W. South Tamiami Canal Drive
Suite 214
Miami, FL 33126

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

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ARTICLE V. DIRECTORS

The names and addresses of the initial directors of the Corporation are as follows:

Anna Maria Tinti
4335 N.W. South Tamiami Canal Drive
Suite 214
Miami, FL 33126

Giancarlo Monegatti
4335 N.W. South Tamiami Canal Drive
Suite 214
Miami, FL 33126

ARTICLE VI. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having \$.01 par value per share.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 701 Brickell Ave., Suite 3000, Miami, Florida 33131 and the name of the Corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator are:

Marco Ferri
701 Brickell Ave.
Suite 3000
Miami, Florida 33131

ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not

amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 30th day of April, 2003.

A handwritten signature in cursive script, appearing to read "Marco Ferri", written over a horizontal line.

Marco Ferri
Sole Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted:

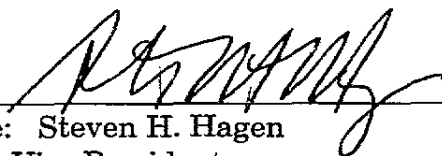
That MOTI FOODS, INC. desiring to organize under the laws of the
State of Florida with its initial registered office as indicated in the Articles of
Incorporation at 701 Brickell Ave., Suite 3000, Miami, Florida 33131 has named
Intrastate Registered Agent Corporation as its agent to accept service of process
within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation
named above, at the place designated in this certificate, the undersigned agrees to
act in that capacity, to comply with the provisions of the Florida Business
Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this ____ day of April 2003.

INTRASTATE REGISTERED AGENT CORPORATION

By: 
Name: Steven H. Hagen
Title: Vice President

MIA1 #1213737 v1

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