

Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

jazz food products, inc.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
JAZZ FOOD PRODUCTS, INC.

ARTICLE I - NAME

The name of this corporation is: JAZZ FOOD PRODUCTS, INC.

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

The principal office address of this corporation is:

6791 Portside Drive
Boca Raton, FL 33496

ARTICLE III - BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence on the earliest day allowable pursuant to Florida law for the commencement of corporate existence; and shall continue perpetually unless dissolved according to law.

ARTICLE IV - PURPOSE

The general nature of the business or businesses to be transacted by the corporation is as follows: The transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be 1,000 shares of Common Stock at One Dollar (\$1.00) par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

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LAW OFFICES OF FROMBORG, PERLOW & KORNBLUTH, P.A.

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TALLAHASSEE, FL 32304

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the Incorporators or by the Directors at a meeting called for such purposes.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

<u>Registered Agent</u>	<u>Street Address of Registered Office</u>
DADE COUNTY CORPORATE AGENTS, INC.	18901 N.E. 29 th Avenue, Suite 100 Aventura, FL 33180

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The business of this corporation shall be conducted by a Board of Directors of not less than one (1) Director, the exact number of Directors to be fixed by the Bylaws of this corporation. Directors need not be stockholders. The initial Director of this corporation shall be the Incorporator named below who shall hold office until the first meeting of Incorporators of this corporation and until the successor Directors are elected and have qualified.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

MICHAEL P. SHIENVOLD, ESQ.
18901 N.E. 29th Avenue, Suite 100
Aventura, FL 33180

ARTICLE IX - INDEMNIFICATION

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as Officers or Directors of the corporation, and each person who serves at the request of the corporation as a Director or Officer of any other corporation, from and against any and all claims and

liabilities to which such person shall become subject by reason of his being Director or Officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 29th day of January, 2004.


MICHAEL P. SHIENVOLD, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 29th day of January, 2004, by MICHAEL P. SHIENVOLD, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.


SIGNATURE OF NOTARY PUBLIC - STATE OF FLORIDA

PRINT, TYPE OR STAMP COMMISSIONED NAME OF
NOTARY PUBLIC:--

COMMISSION NUMBER:

COMMISSION EXPIRES:

Andrea L. Siler
COMMISSION # 00238044 EXPIRES
November 21, 2007
THRU TRACK INSURANCE, INC.

TOTAL P.05

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ACCEPTANCE BY REGISTERED AGENT

The undersigned, DADE COUNTY CORPORATE AGENTS, INC., whose address is 18901 N.E. 29th Avenue, Suite 100, Aventura, Florida 33180, hereby accepts the appointment as Registered Agent of JAZZ FOOD PRODUCTS, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 29th day of January, 2004.

DADE COUNTY CORPORATE AGENTS, INC.

By: 
Jeffrey M. Perlow

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