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LAW OFFICES OF

WILBUR & ALLEN

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

3300 BUILDING, SUITE #152
4161 CARMICHAEL AVENUE
JACKSONVILLE, FLORIDA 32207

JOHN H. WILBUR P.A.
DUDLEY D. ALLEN P.A.

TELEPHONE (904) 396-9004
FAX (904) 396-9944

July 28, 2004

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2004 JUL 30 PM 2:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: VISHAL FOODS OF REGENCY, INC.

Gentlemen:

I enclose herewith the following in connection with the Incorporation of VISHAL FOODS OF REGENCY, INC.

1. Original of Articles of Incorporation in duplicate and I request that you return a stamped copy for our records.

2. Certificate naming Resident Agent for Service of Process.

3. Our check in the amount of $70.00 representing payment of the filing fee and the fee for the non-resident certificate.

Sincerely,

John H. Wilbur

JHW:cma
Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
VISHAL FOODS OF REGENCY, INC.**

ARTICLE I. NAME

The name of the corporation is:

VISHAL FOODS OF REGENCY, INC.

The principal office and mailing address of the corporation is 8824 Harpers Glen Court, Jacksonville, Florida 32256. Its business shall be conducted in the United States and its possessions and in all foreign countries, wherever necessary or convenient. The principal office and mailing address is shown above.

ARTICLE II. BUSINESS

The general nature of the business or businesses to be transacted, conducted and carried on by this corporation shall be to engage in any activity or business permitted under the laws of Florida.

ARTICLE III. CAPITAL STOCK

The authorized capital stock of this corporation shall be One Thousand (1,000) shares of common stock, each share having a par value of $.50.

ARTICLE IV. TERM

The term for which this corporation is formed is and shall be perpetual or until dissolved according to law.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Florida is:

8824 Harpers Glen Court
Jacksonville, Florida 32256

The name of the initial registered agent of this corporation at that address is:

Naresh Maisuria

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall not be less than one (1). The name and address of the initial director of this corporation is:

Naresh Maisuria
8824 Harpers Glen Court
Jacksonville, Florida 32256

Xiomara Restrepo
4628 Ridge Walk Lane
Jacksonville, Florida 32257

ARTICLE VII. BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors, subject to the approval of the shareholders.

ARTICLE VIII. RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholders and subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE IX. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her pro rata share thereof at the price at which it is offered to others.

ARTICLE X. SHAREHOLDERS QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XI.

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE XII. AMENDMENT

This corporation through its shareholders reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

ARTICLE XIII. INCORPORATOR

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

NAME	ADDRESS
Naresh Maisuria	8824 Harpers Glen Court Jacksonville, Florida 32256

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal on this **28th** day of **July, 2004.**

Naresh Maisuria **(SEAL)**

STATE OF FLORIDA)
:ss
COUNTY OF DUVAL)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **Naresh Maisuria_**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this **28th** day of **July, 2004**.

CINDY M. ANDERSON
MY COMMISSION # DD284074
EXPIRES: January 25, 2008
1-800-3-NOTARY Fl. Notary Discount Assoc. Co.

Cindy M. Anderson

Notary Public-State of Florida
at Large.

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.

VISHAL FOODS OF REGENCY, INC.

Pursuant to Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

First--That **VISHAL FOODS OF REGENCY, INC.,** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named Naresh Maisuria, located at 8824 Harper Glen Court, Jacksonville, Florida 32256,County of Duval, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at 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 this office.

By ______________________

Naresh Maisuria
(Registered Agent)

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