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FLORIDA PROFIT CORPORATION OR P.A.

soto foods corp.

Certificate of Status	0
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ARTICLES OF INCORPORATION

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OF

SOTO FOODS CORP.,

ARTICLE I - NAME

The name of this Corporation is Soto Foods Corp.,

ARTICLE II - DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of no par common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Diego Melians, Sr. and the street address of the initial registered office of this Corporation is 6157 NW 167th Street, Suite F27, Miami Lakes, Florida 33015.

THIS INSTRUMENT PREPARED BY:

J. L. QUINTANA, ESQUIRE
QUINTANA & ASSOCIATES, P.A.
338 MINORCA AVENUE
CORAL GABLES, FL 33134
TELEPHONE (305) 446-0300
FLORIDA BAR #768987

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PAGE TWO OF ARTICLES OF INCORPORATION
OF SOTO FOODS CORP.,

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial Directors are:

<u>NAMES:</u>	<u>ADDRESSES:</u>
Diego Melians, Sr.	4759 Palm Avenue, Suite 260 Hialeah Florida 33012
Diego Melians, Jr.	4759 Palm Avenue, Suite 260 Hialeah Florida 33012

ARTICLE VII - LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATOR

The person signing these articles is Diego Melians, Sr. and his street address is 4759 Palm Avenue, Suite 260, Hialeah Florida 33012.

PAGE THREE OF ARTICLES OF INCORPORATION
OF SOTO FOODS CORP.,

ARTICLE XI - OFFICES

The principal office of the Corporation and mailing address shall be established and maintained at 4759 Palm Avenue, Suite 260, Hialeah Florida 33012. The Corporation may also have offices at such places within or without the State of Florida as the board may from time to time establish.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 7th day of September, 2004.


Diego Melians, Sr.

STATE OF FLORIDA)
)
COUNTY OF DADE) ss.

BEFORE ME, a Notary Public authorized in the State and County set forth above, personally appeared Diego Melians, Sr. known to me and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of Soto Foods Corp., and 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 7th day of September, 2004.


NOTARY PUBLIC, State of Florida
Printed Name of Notary: JOSE QUINTERO
My Commission Expires: November 18, 2007
#DD268488
NOTARY PUBLIC, STATE OF FLORIDA

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

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

First, that Soto Foods Corp., a Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami Lakes, County of Miami Dade, State of Florida, has named Diego Melians, Sr., located at 6157 NW 167th Street, Suite F27, Miami Lakes, Florida 33015, as its agent to accept service of process within this State.

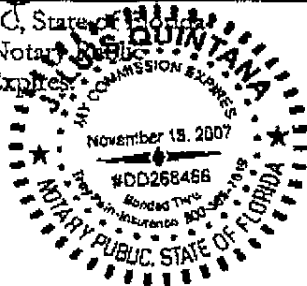
Second, having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of said Act relative to keeping open said office and of all statutes relative to the proper and complete discharge of his duties.

Dated this September 7, 2004.

Diego Melians, Sr.

SWORN TO AND SUBSCRIBED before me this September 7, 2004.

NOTARY PUBLIC, State of Florida
Printed Name of Notary Public
My Commission Expires



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