

Division of Corporations

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COR AMND/RESTATE/CORRECT OR O/D RESIGN**SUMESA, INC.**

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MIAMI, FLORIDA 33131-2623
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IVAN A. GOMEZ
BOARD CERTIFIED TAX ATTORNEY

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OUR FILE: Sumesa Foods, Inc.

Date: February 27, 2006

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF SUMESA, INC.
a Florida Corporation**

The undersigned, incorporator of SUMESA, INC., a Florida corporation ("Corporation"), pursuant to Section 607.1006 and 607.1007 of the Florida Statutes, hereby amend and restate in its entirety the Articles of Incorporation for the Corporation:

**ARTICLE I
NAME**

The name of the Corporation is SUMESA FOODS, INC.

**ARTICLE II
OFFICE AND MAILING ADDRESS**

The principal office of the Corporation is located at P.O. Box 940007, Miami, Florida 33194, and the mailing address of the Corporation is c/o Ivan A. Gomez, P.A., 601 Brickell Key Drive, Suite 507, Miami, Florida 33131.

**ARTICLE III
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE IV
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

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ARTICLE V
CAPITAL STOCK

This Corporation shall be authorized to issue 100,000 shares of One Dollar (\$1.00) per value Common Stock.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 601 Brickell Key Drive, Suite 507, Miami, Florida 33131, and the name of the Registered Agent of the Corporation at that address is IAG CORPORATE SERVICES, INC.

ARTICLE VI
BOARD OF DIRECTORS

The Corporation shall have three (3) directors to hold office until the next annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be fewer than one (1). The names and addresses of the directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Carlos A. Marin	5690 SW 87 Avenue Cooper City, Florida 33328
Rafael Villazon	1038 SW 139 Place Miami, Florida 33184

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ARTICLE VII
INCORPORATOR

The names and addresses of the incorporator to these Amended and Restated Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Carlos A. Marin	5690 SW 87 Avenue Cooper City, Florida 33328
Rafael Villazon	1038 SW 139 Place Miami, Florida 33184

ARTICLE VIII
AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

The foregoing Amended and Restated Articles of Incorporation was adopted by the incorporator before issuance of shares, pursuant to Section 607.1005 Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 27 day of February, 2006.

IVAN A. GOMEZ, P.A.

By: IAG, Pres.
Ivan A. Gomez, President

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the appointment as the Registered Agent of SUMESA FOODS, INC., as made in the foregoing Amended and Restated Articles of Incorporation.

LAG CORPORATE SERVICES, INC.

Date: 2/27/06

By: I/A, Pres,
Ivan A. Gomez, President

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