

Division of Corporations

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P06000052798

Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : BILZIN, SUMBERG BAENA PRICE & AXELROD LLP.
Account Number : 075350000132
Phone : (305)374-7580
Fax Number : (305)351-2122

FLORIDA PROFIT/NON PROFIT CORPORATION**PD FOOD & BEVERAGE, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

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**ARTICLES OF INCORPORATION
OF
PD FOOD & BEVERAGE, INC.**

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ARTICLE I - NAME

The name of this corporation is PD FOOD & BEVERAGE, INC. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation are:

3365 North Federal Highway
Second Floor
Oakland Park, Florida 33306

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, each share having a par value of \$0.01.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Corporation are:

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

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ARTICLE VI - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

Barry Stein
c/o Bilzin Sumberg Baena Price & Axelrod LLP
200 South Biscayne Boulevard
Suite 2500
Miami, Florida 33131

ARTICLE VIII - BY-LAWS

The power to alter, amend or repeal the By-laws of the Corporation shall be vested in each of the Board of Directors and the shareholders of the Corporation. The shareholders of the Corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of the Corporation to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein as of the 12th day of April, 2006.


Barry Stein, Incorporator

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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

The undersigned, CT Corporation System, which has been designated in the foregoing Articles of Incorporation as registered agent for the corporation therein named, hereby agrees that (i) it accepts such appointment as registered agent and will accept service of process for and on behalf of said corporation, and (ii) it is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida corporation.

Dated: as of April 12, 2006.

CT CORPORATION SYSTEM

By: Barbara A. Burke

**BARBARA A. BURKE
SPECIAL ASSISTANT SECRETARY**

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