

Division of Corporations

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Florida Department of State
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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

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FLORIDA PROFIT/NON PROFIT CORPORATION

ESPANA FOODS, INC.

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CORRECTED.
SEE ATTACHED



September 7, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

BILZIN SUMBERG BAENA PRICE * AXELROD LLP

SUBJECT: ESPANA FOODS, INC.

REF: W06000039348

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable because it is the same as or not distinguishable from an existing entity. If the principals are the same in both entities, please send a letter or affidavit advising us of this association, along with your articles of incorporation so that we may complete the filing process.

The document number of the name conflict is L06000060335 (ESPANA FOODS, LLC).

If you have any further questions concerning your document, please call (850) 245-6855.

Tammy Hampton
Document Specialist
New Filing Section

FAX And. #: H06000221997
Letter Number: 406A00054179

September 7, 2006

VIA FAX


Tammy Hampton
New Filing Section
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Espana Foods, Inc./Ref: W06000039348

Dear Ms. Hampton:

I am a member of Espana Foods, LLC which is in the process of being dissolved by the members. Additionally, the members of Espana Foods, LLC, are also the owners of Espana Foods, Inc. which was submitted yesterday for filing as reference by the above number.

ESPANA FOODS, LLC,
a Florida limited liability company


Ignatio Martinez
Managing Member

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF**

ESPANA FOODS, INC.

ARTICLE I - NAME

The name of this corporation is ESPANA FOODS, INC. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation are:

c/o BKR Garcia & Company
1110 Brickell Avenue, Suite 901
Miami, Florida 33131

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 shares of common stock, each share having a par value of \$1.00.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is:

c/o BKR Garcia & Company
1110 Brickell Avenue, Suite 901
Miami, Florida 33131

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

Ignacio J. Martinez
c/o BKR Garcia & Company
1110 Brickell Avenue, Suite 901
Miami, Florida 33131

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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 - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one person. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be less than one. The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
Eduardo G. Martinez	c/o BKR Garcia & Company 1110 Brickell Avenue, Suite 901 Miami, Florida 33131
Ignacio J. Martinez	c/o BKR Garcia & Company 1110 Brickell Avenue, Suite 901 Miami, Florida 33131
Cindy Bath	c/o BKR Garcia & Company 1110 Brickell Avenue, Suite 901 Miami, Florida 33131
Osvaldo Lopez	c/o BKR Garcia & Company 1110 Brickell Avenue, Suite 901 Miami, Florida 33131

ARTICLE VIII - INCORPORATOR

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

Ignacio J. Martinez
c/o BKR Garcia & Company
1110 Brickell Avenue, Suite 901
Miami, Florida 33131

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ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal the By-laws of the Corporation shall be vested in the Board of Directors.

ARTICLE X - 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.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of this 6th day of September, 2006.



Ignacio J. Martinez, Incorporator

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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

The undersigned, who has been designated in the foregoing Articles of Incorporation as registered agent for the corporation, agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said corporation, and (ii) he 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 September 6, 2006.



Ignacio J. Martinez, Registered Agent

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