

4/26/07

Charter Number Only

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VALIDATION ONLY

4123107 Cesar

Cesar Mestre-Perez

Requestor's Name

1800 W. 49th Street #330

Address

Hialeah Fl 33012

City

State

ZIP

Phone

(305) 822-5980

CORPORATION(S) NAME

Olinda USA Food, Inc.

- | | | |
|---|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input checked="" type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy <i>[Signature]</i> | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier



Empire Toll Free: 1-800-432-3028

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation of OLINDA USA FOOD, INC.

The undersigned, in order to form a corporation for profit for the purpose hereinafter stated, under and pursuant to the provisions of the Florida Statutes, do hereby subscribe to this Certificate of Incorporation, and adopt the following Articles of Incorporation.

ARTICLE I - NAME AND ADDRESS

The name of this corporation is: **OLINDA USA FOOD, INC.**, located at : 124 VALJEAN LANE, TAVERNIER, FL 33070.

ARTICLE II - DURATION

The corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is One Thousand Shares (1,000) shares of common stock having a par value share of \$2.00 per share.

Prepared by:
CESAR MESTRE-PEREZ, ESQ.
1800 W 49th Street, Suite 330
Hialeah, FL 33012-2946
Tel. (305) 822-5980

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be: 124 VALJEAN LANE, TAVERNIER, FL 33070., and the initial registered agent of this corporation at such office shall be **BARBARA RIERA-CHONG**, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one nor more than five. The names of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Barbara Riera-chong, President	124 ValJean Lane Tavernier, FL 33070
Irving Alvarado, Vice-President	124 ValJean Lane Tavernier, FL 33070

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:
BARBARA RIERA-CHONG, 124 ValJean Lane, Tavernier, FL 33070.

ARTICLE VIII - MANAGEMENT

The management of the business of this corporation shall be conducted under the directions of the Board of Directors by the Officer who shall be elected by the Board of Directors, to wit: a President; one or more Vice-Presidents; a Treasurer; and a Secretary. One or more of said officers may hold one or more offices.

ARTICLE VIII - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE VIII - AUTHORIZED POWERS OF BOARD OF DIRECTORS

In furtherance, and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

- (a) To adopt and amend the by-laws of this corporation, provided the amendments thereto are not inconsistent with the by-laws adopted by the stockholders.
- (b) To authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.
- (c) To set apart out of any funds of the corporation available for dividends a reserve or reserves in the manner in which it was created.
- (d) When and as authorized by the affirmative vote of Stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, to sell, lease, or exchange all of its property and assets essential to the business of the corporation, upon the terms and conditions as its Board of Directors deem expedient and for the best interests of the corporation.

IN WITNESS WHEREOF, the incorporator has hereunto set his/her hand and seal this 20th day of April, 2007.


BARBARA RIERA-CHONG
Incorporator

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

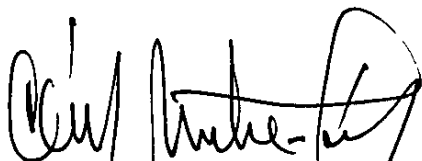
I HEREBY CERTIFY, that on this day, before me, a Notary Public duly authorized in the State and county named above to take acknowledgments, personally appeared **BARBARA RIERA-CHONG**, who produced valid Florida State Identification, and who did take an oath, and who executed the foregoing Articles of Incorporation of **OLINDA USA FOOD, INC.**, and acknowledged before me that he subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Hialeah, Miami-Dade County, Florida, this 20th day of April, 2007, by **BARBARA RIERA-CHONG**, as Incorporator.

My Commission Expires:



Cesar Mestre-Perez
My Commission DD268803
Expires December 19, 2007


Notary Public - State of Florida

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for **OLINDA USA FOOD, INC.**, at the place designated in the Articles of Incorporation, I, **BARBARA RIERA-CHONG**, hereby accept the appointment as registered agent and

agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: 4-20-07

Barbara Lisa Cherry
Registered Agent

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is OLINDA USA FOOD, INC.

2. The name and address of the registered agent and office is:

BARBARA RIERA-CHONG
(NAME)

124 VALJEAN LANE
(P. O. Box or Mail Drop Box NOT ACCEPTABLE)

TAVERNIER, FL 33070
(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Barbara Riera-Chong
(SIGNATURE)

4-20-07
(DATE)