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AMEND/RESTATE/CORRECT OR O/D RESIGN

GLOBAL FOODS & BEVERAGES, INC.

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Amended +
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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective March 28, 2008 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name. If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Global Foods & Beverages, Inc.

Old Name:

Article II. Address. The Corporation's mailing address is:

Global Foods & Beverages, Inc.

75 Valencia Avenue

4th Floor

Coral Gables FL 33134

Article III. Registered Agent. The Corporation's registered agent is:

Angel Ruiz, Esq.

75 Valencia Avenue

Suite 400

Miami FL 33134

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Article IV. Officers. The names and addresses of the Corporation's officers are:

President Jose Luis Becedillas

Secretary Juan Carlos Garcia

Treasurer

Vice President Fernando Feuereisen

Assistant Diego Lozano

Angel Ruiz P.A.
75 Valencia Avenue
Suite 400
Miami FL 33134
305-643-5636

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Article V. Board of Directors. The Corporation's affairs shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Corporation's Bylaws. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

The name of each member of the Corporation's Board of Directors is:

Fernando Feuereisen
Jose Luis Becedillas
Juan Carlos Garcia
Diego Lozano

Article VI. Capital Stock. The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VII. Corporate Existence. The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Global Foods & Beverages, Inc.

By: 

Name: Angel Ruiz

Title: Attorney in fact

Date: March 28, 2008

Angel Ruiz P.A.
75 Valencia Avenue
Suite 400
Miami FL 33134
305-543-5636

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

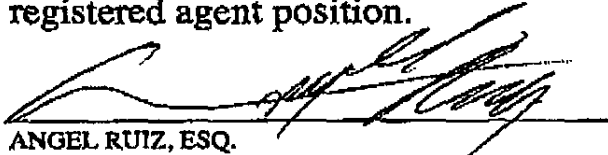
CORPORATION:

Global Foods & Beverages, Inc.

REGISTERED AGENT/OFFICE:

Angel Ruiz, Esq.
75 Valencia Avenue
Suite 400
Miami FL 33134

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



ANGEL RUIZ, ESQ.

Date: 3/28/2008

Angel Ruiz P.A.
75 Valencia Avenue
Suite 400
Miami FL 33134
305-643-5638