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(((H08000270778 3))) Effective Date **Jan. 01, 2009**



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FLORIDA PROFIT/NON PROFIT CORPORATION

N & G FOODS INC.

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T. Burch DEC 11 2008

**ARTICLES OF INCORPORATION
OF**

N & G FOODS INC.

Effective Date Jan. 31, 2009

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be:

N & G FOODS INC.

Article II PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this corporation shall be:

**1100 SW 104 AVE
MIAMI, FL 33174**

ARTICLE III NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation and its object and powers shall be engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: ONE THOUSAND (1000) SHARES OF COMMON STOCK OF THE PAR VALUE OF ONE DOLLAR PER SHARE.

The consideration to be paid for each share shall be fixed by the Board of Directors.

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ARTICLE V TERM OF EXISTENCE

This Corporation shall have perpetual existence from the date of the incorporates execution and adoption of these Articles of Incorporation.

*This corporation will be effective as of
January 1, 2009.*

**ARTICLE VI INITIAL REGISTERED AGENT AND
OFFICE STREET ADDRESS**

The name and address of the initial registered agent is:

**BEATRIZ E MEJIA
1100 SW 104 AVE
MIAMI, FL 33174**

ARTICLE VII DIRECTOR(S)

The name(s) and street address(es) of the director(s) to these Articles of Incorporation is (are):

**PRESIDENT
RICARDO GUARIN
1100 SW 104 AVE
MIAMI, FL 33174**

**V.PRESIDENT/SECRETARY
BEATRIZ E MEJIA
1100 SW 104 AVE
MIAMI, FL 33174**

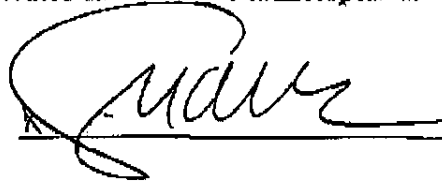
ARTICLE VIII INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

**PRESIDENT
RICARDO GUARIN
1100 SW 104 AVE
MIAMI, FL 33174**

**V.PRESIDENT/SECRETARY
BEATRIZ E MEJIA
1100 SW 104 AVE
MIAMI, FL 33174**

The undersigned incorporator(s) has(have) executed these Articles of Incorporation

A handwritten signature in black ink, appearing to read 'Ricardo Guarin', is written over a horizontal line.

ARTICLE IX 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 the Stockholders, and approved at the Stockholder's meeting by a majority of the stock entitle to vote thereon, unless all the Directors and all the Stockholder's sign a written statement manifesting their intention that a certain amendment of these Article of Incorporation be made.

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED PLACE OF BUSINESS OR DOMICILE FOR THE PROCESS WITHIN THE STATE OF FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the Undersigned Corporation, organized under 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:
N & G FOODS INC.
2. The name and address of the registered agent and office is:

BEATRIZ E MEJIA
1100 SW 104 AVE
MIAMI, FL 33174

ACCEPTANCE OF REGISTERED AGENT
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 HE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT PURSUANT 607.050(3).

SIGNATURE: 