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FLORIDA PROFIT/NON PROFIT CORPORATION

cutting edge food and nutrition, inc.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

Cutting Edge Food and Nutrition, Inc.

ARTICLE I

NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is Cutting Edge Food and Nutrition, Inc. and its principal place of business shall be located at 18600 NW 87th Avenue, 128, Miami, Fl. 33015.

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock at One Dollar (\$1.00) par value, which shall be designated as "Common Shares."

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

This Instrument Prepared By:
Oscar J. Delgado, Esq.
6135 NW 167th Street, E-16
Miami, Fl. 33018
Tel: (305) 558-8628
Fla Bar No: 0342726

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 6135 NW 167th Street, Suite E-16, Miami, FL 33015 and the name of the initial registered agent of this corporation at that address is Oscar J. Delgado.

**ARTICLE VII
DIRECTORS**

Initially, this corporation shall have One (1) Directors who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

<u>Name</u>	<u>Address</u>
Rosemary Morris	9306 NW 121 Terrace, Bialeah Gardens, FL 33018

**ARTICLE VIII
OFFICERS**

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

<u>Name</u>	<u>Address</u>
Rosemary Morris	9306 NW 121 Terrace, Bialeah Gardens, FL 33018

**ARTICLE IX
INCORPORATOR**

The name and address of the Incorporator signing these articles is:

Oscar J. Delgado
6135 NW 167th Street, Suite E-16
Miami, FL 33015

**ARTICLE X
INDEMNIFICATION**

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

**ARTICLE XI
AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

Dated: December 19th, 2008

By



Oscar J. Delgado
Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that Cutting Edge Food and Nutrition, Inc. desiring to organize or qualify under the laws of the State of Florida, has named Oscar J. Delgado, located at 6135 NW 167th Street, Suite B-16, Miami, Fl. 33015, as its agent to accept service of process within Florida.

Dated: December 19th, 2008

By

Oscar E. Delgado
Incorporator

ACCEPTANCE OF DESIGNATION BY 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 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: December 19th, 2008

By

Oscar Delgado
Registered Agent