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January 18, 1995

Secretary of State  
State of Florida  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

01/23/95 13:12:57  
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\*\*\*\*122.50 \*\*\*\*122.50

Re: OLIVES & FOODS, INC.

Gentlemen:

Enclosed herewith please find an original and one copy of the Certificate of Articles of Incorporation for the above captioned corporation and Certificate of Designated Resident Agent.

A check in the amount of \$122.50 is enclosed to cover the following:

1. Filing Fee	\$35.00
2. Certified copies of Articles	52.50
3. Resident Agent Certificate	35.00

TOTAL AMOUNT OF . . . . . \$122.50

Please endorse your approval of the Articles on the copies, certifying and returning the same to the undersigned at the above address.

If you have any questions, please feel free to contact me.

Sincerely,

*John C. Kaczmarek*  
John C. Kaczmarek, P.A.

JCK/lb

Enclosures

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TALLAHASSEE, FLORIDA

BROWN JAN 25 1995

CERTIFICATE OF ARTICLES OF INCORPORATION

The undersigned for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions for the formation, liability, rights, privileges and immunities of a corporation for profit, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

OLIVES & FOODS, INC.

and the principal office is 13903 Northwest 67th Avenue, Suite 430, Miami Lakes, Florida 33014-2939.

ARTICLE II

This corporation may engage in any activity of business permitted under the laws of the United States and of this State.

ARTICLE III

The amount of the authorized capital stock of this corporation shall be: 50,000 shares at a par value of \$1.00 per share.

ARTICLE IV

The term for which this corporation shall exist is perpetual.

ARTICLE V

The initial registered office of this corporation shall be: 13903 Northwest 67th Avenue, Suite 430, Miami Lakes, Florida 33014-2939.

The initial registered agent shall be: Fernando Gazmuri.

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The initial registered office may have such other places of business in the State of Florida as the nature and progress of the business from time to time shall render necessary or desirable. Said corporation shall also have the power to conduct its business outside the State of Florida and/or in any and all the several states and territories and districts of the United States, and in any and all foreign countries, and may have one or more offices, in any of the said places of business.

#### ARTICLE VI

The business of said corporation shall be conducted by a Board of Directors, which shall consist of not less than one (1) member, nor more than seven (7) members, as the same may be provided by the By-Laws of the corporation, and the following officers, to-wit: a president, secretary and treasurer, and such other officers as the Board of Directors may elect, provided that any three (3) offices may be held by one and the same person(s). The members of said Board of Directors shall be elected at the annual meeting of the stockholders of said corporation, and the officers shall be elected by the Board of Directors at a meeting to be held immediately after adjournment of that of the annual stockholders' meeting.

Upon the first meeting of the stockholders herein provided for and until their successors shall be duly elected and qualified, the business of the corporation shall be transacted by the following initial members of the Board of Directors.

#### NAME AND ADDRESS

Encarnacion Poto  
c/o 13903 Northwest 67th Avenue  
Suite 430  
Miami Lakes, Florida 33014-2939

Francisco Sanchez  
c/o 13903 Northwest 67th Avenue  
Suite 430  
Miami Lakes, Florida 33014-2939

Francisco Orta  
c/o 13903 Northwest 67th Avenue  
Suite 430  
Miami Lakes, Florida 33014-2939

#### ARTICLE VII

The annual meeting of the stockholders of the corporation shall be fixed by the By-Laws and the power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

#### ARTICLE VIII

The name and street address of the incorporator to these Articles of Incorporation is: Fernando Gazmuri, 13903 Northwest 67th Avenue, Suite 430, Miami Lakes, Florida 33014-2939.


#### ARTICLE IX

The members of the Board of Directors, or an Executive Committee shall be deemed present at a meeting of such Board or Committee if a conference telephone, or similar communication equipment by means of which all persons participating in the meeting can hear each other, is used.

ARTICLE X

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) has/have executed these Articles of Incorporation, this 17th day of January, 1995.

  
\_\_\_\_\_(Seal)  
FERNANDO GAZMURI

STATE OF FLORIDA

COUNTY OF DADE

ON THIS DAY, personally appeared before me, the undersigned authority duly authorized to administer oaths, FERNANDO GAZMURI, to me known to be the person described in and who executed the above and foregoing proposed charter, and he acknowledged that he executed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami Lakes, Florida, County of Dade, this 17th day of January, 1995.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:



JOHN CARTER KACZMAREK  
My Commission CC399144  
Expires Sep. 12, 1998

FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That OLIVES & FOODS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami Lakes, County of Dade, State of Florida, has named Fernando Gazmuri located at 13903 Northwest 67th Avenue, Suite 430, City of Miami Lakes, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: \_\_\_\_\_

FERNANDO GAZMURI  
(Resident Agent)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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