

P950000/6287

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: CONTEL RAGS INC.
FAX AUDIT NUMBER: H95000002303
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
CONTEL RAGE INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H 95000002303

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation is: CONTEL RAGE INC.

ARTICLE II - NATURE OF BUSINESS

This Corporation is organized for the purpose of transacting and any or all business permitted under the laws of the United States of America and the laws of the State of Florida.

A. To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks and licenses, in the State of Florida and in all other State and countries.

B. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

C. To purchase the corporate assets of any other corporation and engage in the same or other character or business.

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Richard Burns, Esquire
Florida Bar No. 091370
5825 Sunset Drive - 205
S. Miami, Florida 33143
(305) 662-1933

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D. To guarantee, endorse, purchase, hold, sell, transfer mortgage, pledge or otherwise acquire or dispose of the capital stock of, or any bonds, securities or any other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owners of such stock exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

E. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge sell, assign, and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

F. To manufacture, sell and distribution of food and snack products.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this company is authorized to have outstanding at any time is One Hundred (100) shares of Five Dollars (\$5.00) per value, the consideration to be paid for each share shall be Five Dollars (\$5.00).

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is not less than FIVE HUNDRED (\$500.00) Dollars.

ARTICLE V

This Corporation is to exist perpetually.

Richard Burns, Esquire
Florida Bar No. 091370
5825 Sunset Drive -205
S. Miami, Florida 33143
(305) 662-1933

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The initial post office address of the registered agent of this corporation is: 5825 Sunset Drive, Suite 205, South Miami, Florida 33143 and the name of the initial registered agent of this Corporation is Richard Burns. The address of the corporation is 5825 Sunset Drive, Suite #205, South Miami, Florida 33143.

ARTICLE VII

This Corporation shall have one (1) director initially. The number of directors may increase or diminish from time to time, by laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII

The names and post office addresses of the member(s) of the first Board of Directors are:

NAME

ADDRESS

Pedro Marti
President

5825 Sunset Drive, Suite #205
South Miami, Florida 33143

Pedro Marti
Secretary

5825 Sunset Drive, Suite #205
South Miami, Florida 33143

ARTICLE IV - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation are:

NAME

ADDRESS

Pedro Marti

5825 Sunset Drive, Suite #205
South Miami, Florida 33143

H 95000002 303

Richard Burns, Esquire
Florida Bar No. 091370
5825 Sunset Drive -205
S. Miami, Florida 33143
(305) 662-1933

ARTICLE X - AMENDMENT

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 entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the subscribing stockholders and incorporates have hereto set their hands and seals, and caused these Articles of Incorporation to be executed this 27th day of February 1995


Pedro Marti

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared, Pedro Marti, known to me to be the person who executed the foregoing Articles of Incorporation of CONTEL RACS, INC. and severally acknowledged before me that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal in the city of Miami, Dade County, Florida this 27 day of February 1995.


NOTARY PUBLIC, State of Florida

My commission expires:

Richard Burns, Esquire
Florida Bar No.: 091370
2013 SUNSET DRIVE • 205
S. Miami, Florida 33143
(305) 662-1933



NOTARY PUBLIC, STATE OF FLORIDA
RICHARD BURNS
COMMISSION NO: 00198421
MY COMMISSION EXPIRES
MAY 4, 1998

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FEB-27-1995 17:03 FROM EMPIRE

TO DIU CORP ELT FI P.11

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, HAVING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT CONTEL BAGS, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED RICHARD BURNS, LOCATED AT 5825 SUNSET DRIVE, SUITE 205, SOUTH MIAMI, FLORIDA 33143, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

SIGNATURE :

Richard Burns

TITLE : President

HAVING BEEN NAMED 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, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:

Richard Burns, Registered Agent

DATE :

2/27/95

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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