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FILED STATE
SECRETARY OF CORPORATION
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April 17, 1995

Secretary of State
Division of Corporation
The Capitol
Tallahassee, Florida 32399

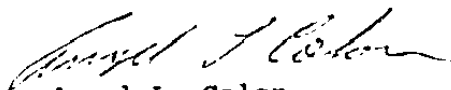
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*****70.00 *****70.00

TO WHOM IT MAY CONCERN:

Enclosed, please find a check in the amount of \$ 70.00 dollars for
filing the Articles of Incorporation for INTERNATIONAL SPANISH
FOODS DISTRIBUTION, INC.

Thank you for your consideration in this matter.

Sincerely,


Angel L. Colon

enclosure

KAN 4-27

ARTICLES OF INCORPORATION OF

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INTERNATIONAL SPANISH FOODS DISTRIBUTION, INC.

The undersigned subscribers 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 this corporation shall be International Spanish Foods Distribution, Inc.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is an establishment primarily engaged in the wholesale distribution of a general line of groceries and related food products. International food brokers specializing in spanish food distribution.

To purchase, or otherwise acquire; and, to own, mortgage, pledge sell, assign, transfer or otherwise dispose of; and, to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, railroad, canal, telegraph, telephone or a building and loan association, mutual fire insurance association, fraternal benefit society, state fair or exposition;

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 franchises, patents, copyrights, trade-marks and licenses, in the State of Florida and in all other states and countries;

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate indebtedness as required;

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

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bond, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government; and, while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock;

To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever;

To make gifts of its property or cash, either to charitable organizations, or otherwise, when deemed in the interest of the corporation;

To adopt such pension, profitsharing, stock option and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and others as the Board of Directors may deem to be in the interest of the corporation;

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this Article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is (100) shares of common stock for the par value of one dollar (\$1.00) per share.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$ 100.00 dollars.

ARTICLE V. TERM

This corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The address of the principal office of this corporation in the State of Florida is 2914 Newell Boulevard, Jacksonville, Florida 32216.

The Board of Directors may, from time to time, move the office to any other place in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished, from time to time, by the by-laws, but shall never be less than one (1), nor more than six (6). Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

ARTICLE VIII. INITIAL DIRECTORS

The names and addresses of the members of the First Board of Directors of this corporation are:

Angel Luis Colon- 2914 Newell Boulevard, Jacksonville, Fl. 32216
President

Angel Marvel Marrero, Jr. - 3908 Grand Central Pl. W.
Jacksonville, Fl. 32246
Vice-President

Heriberto M. Ramos - 2749 Dean Road, Jacksonville, Fl. 32216
Secretary

Luis J. Hernandez - 6928 N.W. 166th Terrace, Miami, Fl. 33014
Treasurer

ARTICLE VIII-A. REGISTERED OFFICE AND AGENT

The street address of the original registered office of this corporation shall be 2914 Newell Boulevard, Jacksonville, Florida 32216

and the initial registered agent at said office shall be Angel Luis Colon.

ARTICLE IX. SUBSCRIBER

The name and addresses of the subscribers of these Articles of Incorporation are: 2914 Newell Boulevard, Jacksonville, Florida 32216

ARTICLE X. MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these Articles of Incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders, or any two (2) or more of them, may by agreement recorded in the Minute Book of this corporation, impose such restrictions on the sale, transfer, or encumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restrictions on the sale, transfer, or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida, when such by-laws are adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors, shall be conclusively deemed to have received proper notice of such meeting unless he/she shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Director of the corporation, which acts upon, or in reference to, such contract or transaction; and, notwithstanding his/her or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify, such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

ARTICLE XI. INDEMNITY

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer, or employee of this corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he/she shall be adjudged in such action, suit, or proceeding, to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer, or employee, the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer, or employee, was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee, from exercising any rights to which he/she may be entitled under the by-laws or otherwise.

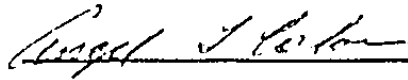
ARTICLE XII. AMENDMENT

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, and approved at a stockholders' meeting by a majority of the stock 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.

ARTICLE XIII. MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone, as provided by law. Furthermore, the directors of this corporation may take action by written consent, as provided by law.

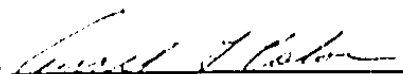
IN WITNESS WHEREOF, the undersigned incorporator, being natural person competent to contract, have hereunto set his hand this 17 day of April, 1995.



**STATE OF FLORIDA
COUNTY OF DUVAL**

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Angel Luis Colon to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 12 day of April, 1995.


Affiant


Notary Public
State of Florida at Large

Notary Public, State of Florida
My Comm. Exp. Apr. 29, 1995

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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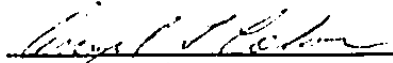
CERTIFICATE

**DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN THIS STATE.**

Pursuant to Section 48.091, Florida Statutes, the following
is submitted:

INTERNATIONAL SPANISH FOODS DISTRIBUTION, INC.

desiring to organize under the laws of the State of Florida, with
its registered office, as indicated in the Articles of
Incorporation, in the City of Jacksonville, County of Duval,
State of Florida, has named Angel Luis Colon as its agent to
accept service or process within the State of Florida.


Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the above
named corporation, at the place designated in this Certificate, I
hereby accept such appointment and agree to act in this capacity,
and agree to comply with the provisions of law relating to keeping
said office open.


Registered Agent