

P95 0000 60566

(Requestor's Name)

IRIS JACKSON
14545 GARDEN DR.
MIAMI, FL. 33169

OFFICE USE ONLY

900001549379
-07/31/95--01048--0.6
****122.50 ****122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. INTERNATIONAL FINE FOODS, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

Walk in

Pick up time _____

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 2, 1995

IRIS JACKSON
14545 GARDENS DR.
MIAMI, FL 33169

SUBJECT: INTERNATIONAL FINE FOODS, INC.
Ref. Number: W95000015508

We have received your document for INTERNATIONAL FINE FOODS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Steven Godfrey
Corporate Specialist

Letter Number: 095A00036357

ARTICLES OF INCORPORATION
OF
INTERNATIONAL FINE FOODS, INC.
(A profit corporation)

95 AUG -7 AM 10 30
FBI
FBI

The undersigned, Iris V. Jackson whose post office address is 14545 Gardens Drive, Miami, Fl. 33169, does under and by virtue of the laws of the State of Florida authorizing the formation of corporation, hereby forms a corporation.

ARTICLE I
NAME AND PLACE OF BUSINESS

The name of this corporation shall be INTERNATIONAL FINE FOODS, INC. and shall conduct its operation and its place of business principally within the United States and incidentally outside the territory of the United States including any foreign country as may be determined by the By-laws except as restricted herein.

ARTICLE II
TERM OF EXISTENCE

The duration of this corporation shall be perpetual. The founding president shall be president emiritus.

ARTICLE III
PURPOSES

The general purposes for which this corporation is organized are:

a) To engage in the business of motion picture production in all its capacity and to manufacture, buy, sell, dealing, distribute any and all such commodities and products as are or may be handled, used in and employed in and about such business.

b) To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

c) To adopt, apply for, obtain, purchase, lease, register and sell and grant licenses or other rights with reference to any trademarks, patents, patent rights, patents pending, franchises, designs, inventions, improvements and the like, including but not limited to as may be covered by, or secured or received under letters patent of the United States of America or elsewhere and any licenses in respect thereof and any or all rights connected therewith.

d) On the death of any stockholder, the corporation without limits as to amount; to buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate, and the negotiating of loans thereon; to borrow and lend money and to negotiate loans; to draw, endorse, accept, discount and deliver bills of exchange, promissory notes, bonds, debentures, and other negotiable instruments of whatsoever nature, and secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation.

e) To subscribe for, invest in, purchase or otherwise acquire, to own, hold, sell, exchange, pledge or otherwise dispose of, securities of every nature and kind, including, without limitation, all types of stocks, bonds, debentures, or obligations to evidences of indebtedness or ownership in participation issued or created by any and all associations, trusts or corporations, public or private.

whether created, established or organized under the laws of the United States, any of the States, or any territory or district or colony or possession thereof, or under the laws of any foreign country, and also foreign, and domestic government and municipal obligation, bank acceptances, commercial papers and secured call loans; to pay for the same in cash or property or by the issue of stock, bonds or notes of this corporation or otherwise; and owning or holding any such securities, to exercise all the rights, powers and privileges of a stockholder or owner, including the right to transfer and convey the said stock or other securities; to borrow money or otherwise obtain credit and to secure the same by mortgaging, pledging or otherwise subjecting as security the assets of this corporation.

f) To make and carry out contracts for building, erecting, improving and repairing buildings, improvements, warehouses and structures of every kind and nature whatsoever.

g) To own, conduct, operate and maintain a store or stores or distribution centers, warehouses, lofts, lots, storage centers or other outlets for the purpose of manufacturing, making, buying, selling and otherwise dealing in food production and sales.

h) To own, buy, sell, lease, exchange or otherwise deal in real estate and personal property; to mortgage, sell and convey the same; to negotiate, purchase, hold and sell mortgages, stocks, bonds and other securities and personal property; to invest money in real estate for itself or for other parties; to building, furnish, equip, construct and repair buildings and to have all the powers conferred upon such corporation to carry on any business in connection with an incident to the foregoing under the laws of the State of Florida or any other state.

i) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the corporation, to do and to perform

any other act or things, and to exercise any and all powers which co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do or perform any and all things necessary or incidental to the performing or carrying out of the powers herein above specifically delegated or implied.

ARTICLE IV

STOCK

a) The aggregate number of shares which the Corporation is authorized to issue is Ten Thousand (10,000) shares. The corporation shall have two classes of common stock having a par value of Ten Dollars (\$10.00) each. Class A shall consist of 4,000 shares of voting stock and Class B shall consist of 6,000 shares of non-voting stock.

b) In the event of any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, the holder of the shares shall receive, out of the assets of the Corporation remaining after debts and liabilities have been paid, according to the number of shares held.

c) No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the Corporation stock without first advising the Corporation of such sale.

d) All of the issued and outstanding shares of the corporation stock shall be made subject to restrictions on their transferability by agreement among the holders of such shares or between the holders of such shares and the corporation. A copy of the agreement shall be kept on file with the secretary of the corporation, and shall be subject to inspection by stockholders of record and bonifide creditors of the corporation at reasonable times during business hours. Shares of stock in this corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the Board of Directors.

ARTICLE V

POWERS

The corporation is to have any and all powers to do any and all things necessary or expedient to carry out the purposes and objectives of this corporation and as may be determined by the Board of Directors and subject to the laws and to possess all rights, privileges and immunities and to enjoy benefits granted corporations under the laws of the State of Florida.

ARTICLE VI

RESIDENT AGENT

The name and address of the resident agent who shall serve until his successor is appointed and qualified is Iris V. Jackson at this address 14545 Gardens Drive Miami, Fl. 33169.

I Iris Jackson do hereby accept the position of Resident Agent.


IRIS V. JACKSON

ARTICLE VII
OFFICERS

The name and address of the incorporator is:

NAME

ADDRESS

Iris Jackson

14545 Gardens Drive
Miami, Fl. 33169

IN WITNESS WHEREOF, I have hereunto set my hands and seals this 24th day of April, 1995, for the purpose of forming this corporation under the laws of the State of Florida, and I do hereby make and file in the office of the Secretary of Florida these Articles of Incorporation and Certified that the facts herein stated are true.

STATE OF FLORIDA)

SS

COUNTY OF DADE)

Personally appeared before me, the undersigned authority,

Iris Jackson, whom is to me well known and known to me to be the person described in and who executed the foregoing Certificate of Incorporation, and acknowledge before me, according to law, that she may and subscribe the same for the uses and purposes herein mentioned and set forth.

WITNESS my hand and official seal at Miami, Florida this 24th day of April, 1995.

[Signature]
NOTARY PUBLIC - STATE OF FLORIDA AT LARGE

My Commission Expires: