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WALLY G. KASSIS

660 Linton Blvd
Suite 200
Delray Beach, FL 33444
(407) 276-6200

Florida Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, FL 32314

RE: E & M Food, Inc.

Dear Sirs/Madames:

Enclosed please find an original and one (1) copy of the Articles of Incorporation with reference to the above-captioned matter.

Also enclosed please find my check in the amount of Seventy dollar (\$ 70.00) witch covers the following:

Charter filing : \$35.00

Registered Agent fee : \$35.00

Kindly file same and return the copy to me marked "filed" to the above address. If I can be of further assistance to you regarding this matter please do not hesitate to call me .

Thank you in advance for your cooperation in this matter.

Very truly yours,



Wally G. Kassis

AUG 21 1995 BSB

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

FILED
95 AUG 18 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures:

**ARTICLES OF INCORPORATION
OF
E & M Food, Inc**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the FLORIDA GENERAL CORPORATION Act, hereby adopt the following Articles of Incorporation:

ARTICLE I: Name.

The name of this corporation is E & M Food, Inc.

ARTICLE II: Duration.

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

ARTICLE III: Purpose.

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

ARTICLE IV: Capital Stock.

The aggregate number of shares which corporation shall have to issue is 1,000, all of which shall be common shares with par value of \$1.00.

ARTICLE V: Preemptive Rights Granted.

Each shareholder of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI: Initial Registered Office and Agent.

The street address of the initial registered office of this corporation is:

2755 South Federal Hwy
Boynton Beach, FL 33435

The name of the initial registered agent of this corporation at that address is:

Samar Mansour

ARTICLE VII: Initial Board of Directors.

This corporation shall have three directors constituting the initial board of directors. The number of directors may be either increased or decreased from time to time by the BY-LAWS. The name of the initial board of directors of this corporation are:

Elias Mansour: President
Marie Mansour: Vice President
Samar Mansour: Secretary-Treasurer

ARTICLE VIII: Incorporators.

The name and street address of the person signing these Articles is:

Elias Mansour
2755 South Federal Hwy
Boynton Beach, FL 33435

ARTICLE IX: Indemnification.

The corporation shall indemnify any officer, director or any former officer or director, to the full extent permitted by law.

ARTICLE X: Amendment:

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

ARTICLE XI: BY-LAWS.

The power to adopt, alter, amend or repeal BY-LAWS shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15th day of August 1995

Signature of Incorporator: Elias Mansour

Elias Mansour

STATE OF FLORIDA
COUNTY OF PALM BEACH.

The foregoing instrument was acknowledged before me this 15th day of August 1995 by Elias Mansour on behalf of the corporation. He personally appeared before me and presented a Florida Driver's License as identification and did take an oath.

NOTARY PUBLIC

Signature: Wally G. Kassis

Wally G. Kassis



WALLY KASSIS
COMMISSION # CC 377273
EXPIRES JUN 1, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

State of Florida
Department of State

Certification designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served

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

First: E & M Food, Inc. Desiring to organize or qualify under the laws of the state of Florida, with its principal place of business at 2755 South Federal Hwy, Boynton Beach, FL 33435 , has named Samar Mansour as registered agent, located 2755 South Federal Hwy, Boynton Beach, FL 33435, as its agents to accept service of process within Florida.

Signature of incorporator: Elias Mansour
Elias Mansour
Dated: 8/15/1995

ACCEPTANCE

The undersigned, having been named to accept service of process for the above stated corporation at the place designated in the certification, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of my duties.

Samar Mansour
Samar Mansour, registered agent
Dated: 8/15/1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA