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Richard J. Rosenbaum
ATTORNEY AT LAW

1300 Enterprise Drive, Unit C Port Charlotte, FL 33953

(813) 255-5220 · Fax (813) 255-5225

* Also admitted in New York

September 18, 1995

Corporate Records Bureau Division of Corporations Department of State P.O. Box 6327 Tallahassee, Florida 32301

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Re: Filing of Articles of Incorporation Top Gourmet, Inc.

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for the above-referenced corporation, and a check in the amount of \$122.50 to cover the costs of the filing fee, certified copy and registered agent designation.

Thank you for your attention to this matter. If you have any questions or comments in this regard, please do not health to contact me.

Very truly yours,

Richard J. Rosenbaum

RJR/bk Enclosures

ARTICLES OF INCORPORATION

OF

TOP GOURMET, INC.

THESE ARTICLES OF INCORPORATION are hereby adopted by the undersigned incorporator of this corporation for pecuniary profit under the Florida General Corporation Act.

ARTICLE I NAME AND LOCATION OF AGENT AND OFFICES

Section 1.1. Name. The name of the corporation shall be Top Gourmet, Inc.

Section 1.2. Registered Agent and Office: Mailing Address. The Registered Agent for the corporation to accept service of process within the State of Florida shall be the incorporator. The street address of the Registered Agent is 1300 Enterprise Drive, Unit C, Port Charlotte, Florida 33953. The mailing address for the corporation shall be the street address of the Registered Agent.

ARTICLE II DURATION AND COMMENCEMENT

Section 2.1. <u>Duration</u>. The corporation shall have perpetual existence, or until dissolved according to law.

<u>Section 2.2.</u> <u>Commencement of Corporate Existence</u>. The corporation's existence shall commence on the date of the filing hereof by the Department of State.

ARTICLE III PURPOSE AND POWERS

Section 3.1. Purpose. The general purpose for which the corporation is initially organized shall be for any purpose a corporation can perform under Florida Statutes, and which is not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein.

<u>Section 3.2. Powers.</u> The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under the Florida General Corporation Act.

ARTICLE IV AUTHORIZED SHARES

Section 4.1. Class, Number and Par. The shares of stock authorized hereunder shall consist of only common stock. The aggregate number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time shall be

FILED FILED SECRETARISTS limited to one thousand shares at one dollar par value.

Section 4,2. Consideration. The consideration for the issuance of said shares shall be in United States currency, or property or services of value as determined by the Board of Directors of the corporation. Any and all shares issued by the corporation shall be fully paid and nonassessable.

Section 4.3. Plurality Voting. Shareholder voting shall be on a plurality basis. The shareholders of the corporation shall not be entitled to vote their shares cumulatively in elections for the Board of Directors.

ARTICLE V GENERAL

Section 5.1. Amendment. The Articles of Incorporation may be amended from time to time by resolution of the Board of Directors or by meeting of the shareholders pursuant to the procedures for amendment established under t'e Florida General Business Corporation Act. The procedural formalities may be dispensed with upon the written consent of all shareholders and all directors.

Section 5.2. Organization Meeting of Directors. After the corporate existence begins, an organization meeting of directors named herein shall be held at the call of the majority, to adopt Bylaws, elect officers, and transact other necessary business.

Section 5.3. Directors. The number of directors constituting the initial Board of Directors shall be two. Said number may be increased or decreased from time to time in accordance with the Bylaws of the corporation. The name and address of each initial member of the Board of Directors, who need not be a resident of the State of Florida, and who shall hold office for the first year of the corporation's existence, or until a successor or successors are duly elected and qualified, or until removal or death, are as follows:

Name Address

Franz Signer c/o Ernie Dierolf
Badenerstrasse 414, Suite 4312
P.O. Box 2114
Zurich, Switzerland 8040

Silvia Signer c/o Ernie Dierolf
Badenerstrasse 414, Suite 4312
P.O. Box 2114
Zurich, Switzerland 8040

<u>Section 5.4</u>. <u>Incorporator</u>. The name and address of the Incorporator executing these Articles of Incorporation is:

Name

Address

Richard J. Rosenbaum

1300 Enterprise Drive, Unit C Port Charlotte, FL 33953

IN WITNESS WHEREOF, the undersigned executed this instrument this 18th day of 5/1 Mark, 1995. INCORPORATOR: ACCEPTANCE OF REGISTERED AGE AT DESIGNATION I hereby am familiar with and accept the diffies responsibilities as registered agent for said corporation. RICHARD J. ROSENBAUM STATE OF FLORIDA COUNTY OF CHARLOTTE) THE FOREGOING INSTRUMENT was acknowledged before me this day of September, 1995 by Richard J. Rosenbaum, (A) who is produced personally known to me or who has as identification. Notary Public OFFICIAL SEAL Printed Name: Barbara M. Kovach

My Commission Expires Feb. 20, 1997 Comm. No. CC 259142

My Commission No.

My Commission Expires:

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