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February 9, 1996

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

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-02/20/96--01035--002
***122.50 ***122.50

RE: CHEECH'S SMOKED PRODUCTS, INC.

Gentlemen:

Enclosed please find articles of incorporation and a designation and acceptance of registered agent for the new Florida corporation Cheech's Smoked Products, Inc., together with a check for \$122.50, representing your fees for filing the articles and designation and returning a certified copy of the articles to me. Enclosed please also find a stamped return envelope for your convenience in replying.

If you have any questions, please feel free to contact me.

Very truly yours,

Edward S. Schwartz
EDWARD S. SCHWARTZ

ESS
Enc.

eg 2/22/96

ARTICLES OF INCORPORATION

OF

CHEECH'S SMOKED PRODUCTS, INC.

FILED
SECRETARY OF STATE
CORPORATIONS
96 FEB 19 AM 9:11

I, the undersigned, hereby agree to these Articles of Incorporation of **CHEECH'S SMOKED PRODUCTS, INC.**, a Florida corporation, as follows:

ARTICLE I

The name of the corporation is:

CHEECH'S SMOKED PRODUCTS, INC.

ARTICLE II

The corporation is to have perpetual existence.

ARTICLE III

The purpose for which the corporation is formed is to conduct the wholesaling, distributing and retailing of food products and any other lawful business. The corporation shall have all the powers now and hereafter conferred by the laws of the State of Florida upon Florida corporations.

ARTICLE IV

The amount of capital stock authorized is ONE HUNDRED (100) shares, having a par value of One (\$1.00) Dollar per share, which shall be paid for in lawful money of the United States of America, or in property, or in services that have actually been performed for the corporation.

ARTICLE V

The post office address of the principal office of the corporation in Florida is 606 North 32nd Avenue, Hollywood, Florida, or at such other place within the State of Florida as the directors or shareholders may from time to time, by appropriate action, determine.

ARTICLE VI

The initial registered agent of the corporation and the street address of the registered office is PHILIP M. GERSON, LAW OFFICES OF PHILIP M. GERSON, P.A., 201 South Biscayne Boulevard, Suite 1310, Miami, Florida 33131.

ARTICLE VII

The corporation shall have one director. The name and post office address of the initial director, who shall serve until his successor is duly appointed, shall be STEVEN OSTER, 606 North 32nd Avenue, Hollywood, Florida.

ARTICLE VIII

The corporation shall have a President, a Secretary, a Treasurer, and such other officers as the directors may designate in the by-laws. The initial President, Secretary, and Treasurer, who shall serve until his successors are duly appointed, shall be STEVEN OSTER of 606 North 32nd Avenue, Hollywood, Florida.

ARTICLE IX

The names and post office addresses of all subscribers of this corporation, and the number of shares which each agree to take are:

STEVEN OSTER, subscriber and incorporator, 606 North 32nd Avenue, Hollywood, Florida, 100 shares.

The value of the shares shall be no less than One Hundred (\$100.00) DOLLARS, each subscriber having paid at least ONE (\$1.00) DOLLAR per share for them.

ARTICLE X

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the shareholders of this corporation are pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact he or such firm is so interested shall be disclosed or shall have been known to the shareholders or a majority thereof, and such shareholder may be counted in determining the existence of a quorum at any meeting of the shareholders of this corporation which shall authorize any such contract or transaction, notwithstanding the fact that such shareholder is so interested.

ARTICLE XI

The corporation shall indemnify any and all of its officers or former officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against losses and expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, to the full extent permitted by Section 607.0850, Florida Statutes, or any successor statute.

ARTICLE XII

Each of the shareholders shall have a preemptive right to have first offered to him a proportion of any presently or hereafter authorized stock, options, warrants, bonds, debentures, notes, or securities convertible into stock which the corporation may at any time hereafter issue in proportion to that shareholder's holdings of stock at the time of the issue.

ARTICLE XIII

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation,

1, the undersigned, being all of the subscribers
hereinbefore named, for the purpose of submitting these Articles of
Incorporation, do subscribe and acknowledge these Articles of
Incorporation, hereby declaring and certifying that the facts
herein stated are true and accordingly, have hereunto set my hand
this 1 day of Feb., 1996.

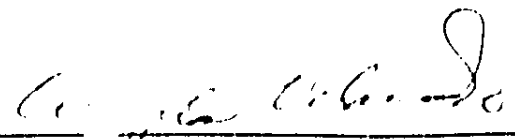
STATE OF FLORIDA)) ss:
COUNTY OF DADE)

BEFORE ME, a duly authorized Notary Public, in the County of Dade, State of Florida, this day appeared personally STEVEN OSTER, who is personally known to me or who produced _____

Reasonably known,

_____ as identification, who executed the foregoing Certificate of Incorporation, as a free and voluntary act and deed for the uses and purposes therein set forth and who took an oath.

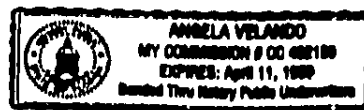
WITNESS my hand and seal at Miami, said County, and State,
this 1st day of Feb, 1996.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

(Seal)

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE AND NAMING AGENT
UPON WHOM IT MAY BE SERVED FOR CHEECH'S SMOKED PRODUCTS, INC.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **CHEECH'S SMOKED PRODUCTS, INC.** desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Hollywood, County of Broward, State of Florida, has named **PHILIP M. GERSON**, located at 201 South Biscayne Boulevard, Suite 1310, Miami, Florida as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept this capacity and agree to comply with the provision of said Act relative to keeping open said offices.

PHILIP M. GERSON,
Registered Agent

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