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A Partnership of Professional Associations

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9th April, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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04/10/96 10:10:15 -021
***122.50 ***122.50

Re: ARTICLES OF INCORPORATION OF
TRONCANA-GOURMET, INC.

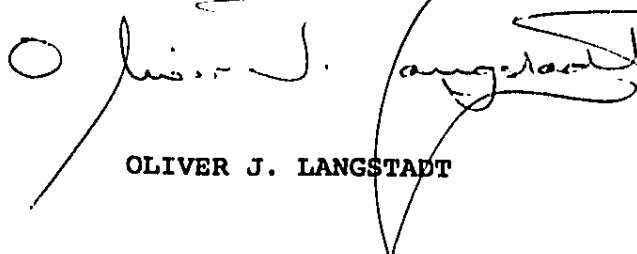
Dear Sir/Madam:

Enclosed please find the Articles of Incorporation of TRONCANA-GOURMET, INC. Please file the Articles of this corporation and return a certified copy to the undersigned reflecting when the Articles were filed with the State.

Also, enclosed please find my operating account check in the amount of \$122.50, which represents the requisite filing fee and certified copy fee and a self addressed stamped envelope in which to return the certified copy to my office.

Thank you for your cooperation in this matter, and should you have any questions, please don't hesitate to contact me.

Very truly yours,



OLIVER J. LANGSTADT

OJL/vas

- Enclosures: 1) Articles of Incorporation of TRONCANA-GOURMET, INC.
2) Check in the amount of \$122.50
3) Self addressed stamped envelope

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ARTICLES OF INCORPORATION
OF

TRONCANA-GOURMET, INC.

THE UNDERSIGNED, for the purposes of forming a corporation, under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the Corporation is:

TRONCANA-GOURMET, INC.

ARTICLE TWO

The duration of the Corporation is perpetual.

ARTICLE THREE

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE FOUR

The aggregate number of shares which the Corporation is authorized to issue is ONE THOUSAND (1000) SHARES of common stock. Such shares shall be of a single class and shall be of no (\$0) par value per share.

RECORDED
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APR 15 PM 2:10
STATE
OFFICE

ARTICLE FIVE

101 The street address of the initial office of the Corporation

253-172nd Street
North Miami Beach FL 33160

The name of the initial Registered Agent is:

OLIVER J. LANGSTADT

The address of the Registered Agent is:

815 Ponce de Leon Blvd.
Second Floor
Coral Gables Florida 33134

ARTICLE SIX

The number of Directors constituting the initial Board of Directors is TWO (2). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than one (1). The name and address of each initial Director/Officer of the Corporation is as follows:

Giuseppe Troncana
President/Secretary
253-172nd Street
North Miami Beach FL 33160

Rita Troncana
Vice President/Treasurer
253-172nd Street
North Miami Beach FL 33160

ARTICLE SEVEN

The name and address of the incorporator is as follows:

Oliver J. Langstadt
815 Ponce de Leon Blvd.
Suite 200
Coral Gables FL 33134

ARTICLE EIGHT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

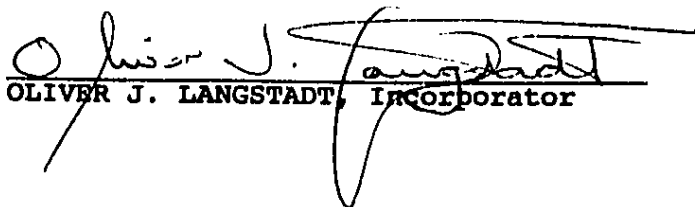
ARTICLE NINE

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

ARTICLE TEN

The power to adopt, alter, amend and repeal the By-Laws shall be vested in the Board of Directors, but all alterations, amendments, and repeals must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 9 day of APRIL, 1996.


OLIVER J. LANGSTADT, Incorporator

STATE OF FLORIDA

COUNTY OF DADE

ss:

The undersigned Notary Public hereby certifies that the foregoing instrument was sworn to and subscribed before me this 9 day of April, 1996, by OLIVER J. LANGSTADT who personally appeared before me at the time of notarization.

My commission expires:



OFFICIAL SEAL
GLADYS AGUERO
My Commission Expires
May 28, 1998
Comm. No. CC 204364

NOTARY PUBLIC-STATE OF FLORIDA

Sign

Print

Gladys Aguero

Personally Known ✓ OR Produced Identification _____
Type of Identification Produced

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 15 PM 2:10

ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in the foregoing articles of incorporation, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 9 day of APRIL, 1996.

Oliver J. Langstadt
OLIVER J. LANGSTADT,
Registered Agent