

04/20/98 11:20

P.07

4/20/98

FLORIDA DIVISION OF CORPORATIONS

10:28 AM

((H0000005900)))

PUBLIC ACCESS SYSTEM

TO: DIVISION OF CORPORATIONS

ELECTRONIC FILING COVER SHEET

DEPARTMENT OF STATE

FROM: EMMAE CORPORATION

1402 W. FLAGLER ST.

MIAMI FL 33135

SUITE 200

MIAMI FL 33135

FALLAWE

PHONE: (305) 541-3084

FAX: (904) 921-0000

FAX: (305) 541-3770

((H00000005900)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: NETKIN FOODS, INC.

FAX AUDIT NUMBER: H00000005989

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/20/1988

TIME REQUESTED: 10:28:18

CERTIFIED COPIED: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 8

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.80

ACCOUNT NUMBER: 072400003206

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H00000005989)))

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2.

NUM

Connect: 00:23:11

FILED  
95 APR 22 PM 3 14

204 10 1402

4/30

H96000005989

PREPARED BY:  
SERGIO MASSA, ACCOUNTANT  
BUSINESS AUTHORITY CORP.  
8347 S.W. 40th ST.  
MIAMI, FL 33155  
TEL: (305) 220-3420

ARTICLES OF INCORPORATION OF  
NETKIN FOODS, INC.

ARTICLE I NAME

The name of this corporation is NETKIN FOODS INC.

ARTICLE II DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 per value common stock which shall be designated "Common Shares".

ARTICLE V PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI LOCATION

The Street, Address, City, County and State in which the principal offices of the corporation are to be located are 860 NE 79th Street, Miami, Dade County, Florida 33138. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

FILED  
JAN 23 1996  
DEPT. OF STATE  
MIAMI, FL

H96000005989

H96000005989

### ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time in accordance with By-Laws adopted by the stockholders. The names and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
Sonny Nutkin President	860 N.E. 79th Street Miami, FL 33138
George Chapas V.P., Treasurer	13501 S.W. 99th Terrace Miami, FL 33186
Bryan Ore V.P., Secretary	13120 S.W. 92nd Av. #D-104 Miami, FL 33176

### ARTICLE VIII SUBSCRIBERS

The names and street addresses and the number of shares of stock subscribed to by each person signing these Articles of Incorporation are:

NAME	ADDRESS	NO OF SHARES
Sonny Nutkin President	860 N.E. 79th Street Miami, FL 33138	348
George Chapas V.P., Treasurer	13501 S.W. 99th Terrace Miami, FL 33176	338
Bryan Ore V.P., Secretary	13120 S.W. 92nd Av. #D-104 Miami, FL 33176	338

### ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

H96000005989

H96000005989

## ARTICLE X LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

## ARTICLE XI INDEMNIFICATION

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

## ARTICLE XII DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote of the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

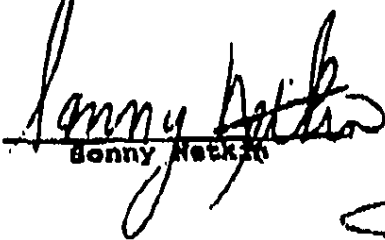
## ARTICLE XIII INITIAL REGISTERED OFFICE AND AGENT

The Street address of the initial registered office of this corporation is 13120 S.W. 92nd Avenue No. D-104, Miami, FL. 33176 and the name of the initial registered agent of this corporation at that address is Bryan Ore.

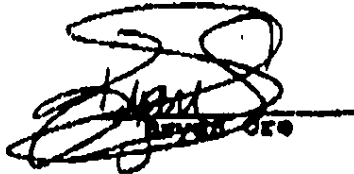
H96000005989

H96000005989

IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here in above named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated are true and do agree to take the number of shares herein above set forth and hereunto set our hands and seals this 25th day of April, 1996.

  
Sonny Nathan

  
George Chapas

  
John Ore

H96000005989

H96000005989

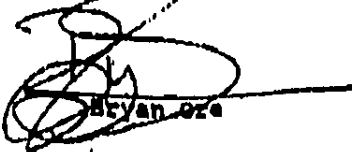
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

1. NETKIN FOODS, 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 Miami, State of Florida, has named Bryan Ore, located at 13120 S.W. 92nd Avenue No. D-104, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
Bryan Ore

FILED  
APR 29 1996  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
DADE COUNTY, FLORIDA

H96000005989

**996 000037045**  
Law Offices of Evan D. Frankel  
**EVAN D. FRANKEL**  
ATTORNEY AT LAW

8025 BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33138

2012 HOLLYWOOD BOULEVARD  
HOLLYWOOD, FLORIDA 33020

DADE 305-755-8100  
FAX 305-755-7122

BROWARD 954-922-4042  
FAX 954-921-1244

September 6, 1996

Division of Corporations  
Amendments Section  
P.O. Box 6327  
Tallahassee, Florida 32314

**700001948537**  
-09/17/96--01003--018  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Netkin Foods, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Amendments of the above mentioned corporation and a check in the amount of \$35.00 to cover the filing fees.

If you should have any questions, please do not hesitate to contact this office.

Sincerely,

LAW OFFICES OF EVAN D. FRANKEL, P.A.

*Evan D. Frankel*  
Evan D. Frankel  
Attorney at Law

EDF/mh

**FILED**  
**96 SEP 17 PM 2:10**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Mr. Frankel stated  
Melvin Netkin and  
Sonny Netkin is the  
same person*

*Amend  
LFT  
10-2-96*

**FILED**

**ARTICLES OF AMENDMENT  
- of -  
NETKIN FOODS, INC.**

**96 SEP 17 PM 12:10**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

THESE ARTICLES OF AMENDMENT of NETKIN FOODS, INC. are submitted in accordance with Florida Statutes § 607.1006 and in supplement to the Articles of Incorporation of Netkin Foods, Inc. as filed on April 26, 1996. Any Articles not amended, deleted, or altered by the following shall remain in full force and effect and any amendment contained herein shall be considered to be incorporated within said Articles of Incorporation as if included with the Original filing of same:

**ARTICLE I**

The name of this corporation is:

**NETKIN FOODS, INC.**

**ARTICLE II**

Article VII of the Articles of Incorporation entitled INITIAL BOARD OF DIRECTORS shall be amended in accordance with the By-Laws of the Corporation to diminish the number of Directors from three (3) to one (1). The names and addresses of the new Boards of Directors are:

<b>NAME</b>	<b>ADDRESS</b>
Sonny Netkin Director	860 N.E. 79th Street Miami, FL 33138

**ARTICLE III**

Article VIII of the Articles of Incorporation entitled SUBSCRIBERS shall be amended to include an alteration in the amount of shares subscribed to in that the name and address of the subscriber from the date of this amendment shall be Sonny Netkin, 860 N.E. 79th Street, Miami, Florida 33138 at 100% of shares subscribed.

**ARTICLE IV**

The amendments contained in this Articles of Amendment to the Articles of Incorporation of Netkin Foods, Inc. shall be effective and adopted as of August 1, 1996.

**ARTICLE V**

The amendments contained herein have been adopted by the board of directors without shareholder action in that such action was not required for adoption of same based upon the resignation from or abandonment of duties of the board members as named in



the Articles of Incorporation of Netkin Foods, Inc.; George Chapas and Bryan Ore, and in that no shares of Netkin Foods, Inc. remain issued and outstanding as of the date of these Articles of Amendment of Netkin Foods.

## ARTICLE VI

Article VIII of the Articles of Incorporation entitled INITIAL REGISTERED OFFICE AND AGENT shall be amended to include an alteration in the name and address of the Registered Agent and Registered Office of the corporation which shall now be and shall remain into the future SONNY NETKIN, 860 N.E. 79th Street, Miami, Florida 33138.

IN WITNESS WHEREOF, the undersigned Sonny Netkin, a natural person, competent to contract, have hereunto set his hand and seal this 1st day of August, 1996.

\_\_\_\_\_ (SEAL)  
 Sonny Netkin, Director  
 STATE OF FLORIDA )  
 ) SS.  
 COUNTY OF DADE )

BEFORE ME, the undersigned Notary Public of the State of Florida personally appeared Sonny Netkin, and to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 1st day of August 1996.

Notary Public, State of Florida

PERSONALLY KNOWN

My Commission Expires:

(NOTARY SEAL)



**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That NETKIN FOODS, INC. desiring to organize under the Laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation, in the County of Dade, State of Florida, has named Sonny Netkin, located at 8025 Biscayne Boulevard, Miami, Florida 33138, as its agent to accept services of process within this State.

**ACKNOWLEDGEMENT**

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

By:   
SONNY NETKIN  
Resident Agent

**FILED**  
96 SEP 17 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA