

P. 96000045596

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
(904) 22-9171  
(904) 22-0300



PRESTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 969080 40685A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 29, 1996

ORDER TIME : 11:38 AM

ORDER NO. : 969080

CUSTOMER NO: 40685A

CUSTOMER: Steven Kantor, CPA  
KANTOR & SCHNEIDER

Suite 206  
200 S. Pine Island Road  
Plantation, FL 33324

7000001840007  
-05/29/96--01091--033  
\*\*\*122.50 \*\*\*122.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
25 MAY 29 PM 9:19

DOMESTIC FILING

NAME: MAGNIFICO FOODS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

RECEIVED  
96 MAY 29 PM 1:22  
DIVISION OF CORPORATION

5/30/96

*Kantor and Schneider*  
*Certified Public Accountants*

May 28, 1996

*Steven M. Kantor, P.A.*  
*Paul F. Schneider, P.A.*

SECRETARY OF STATE  
CORPORATION DIVISION  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA 32304

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY 29 AM 9:19

RE: MAGNIFICO FOODS, INC.  
200 SOUTH PINE ISLAND RD SUITE 206  
PLANTATION, FL. 33324

Sir/Madam:

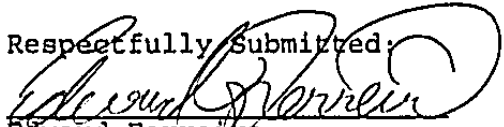
Enclosed herewith are the Articles of Incorporation together with a copy of said Articles for MAGNIFICO FOODS, INC. and our check in the amount of \$122.50 as follows:

|                  |          |
|------------------|----------|
| Filing           | \$ 35.00 |
| Registered Agent | \$ 35.00 |
| Certified Copy   | \$ 52.50 |

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\$ 122.50

Respectfully Submitted:

  
Edward Ferreira  
MAGNIFICO FOODS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 MAY 29 AM 9:19

**ARTICLES OF INCORPORATION**

OF

**MAGNIFICO FOODS, INC.**

The undersigned incorporator(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I - CORPORATE NAME**

The name of the corporation is:

**MAGNIFICO FOODS, INC.**

**ARTICLE II - DURATION**

This corporation shall exist perpetually unless dissolved according to Florida Law.

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

#### ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one hundred shares (100) of one dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares."

#### ARTICLE V - INITIAL REGISTERED OFFICE

The initial office address will be:

200 SOUTH PINE ISLAND RD SUITE 206  
PLANTATION, FL. 33324.

The principal office address and the registered office address are the same.

#### ARTICLE VI - INITIAL REGISTERED AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

EDWARD FERREIRA  
200 SOUTH PINE ISLAND RD SUITE 206  
PLANTATION, FL. 33324

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two ( 2 ) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

EDWARD FERREIRA  
200 SOUTH PINE ISLAND RD SUITE 206  
PLANTATION, FL. 33324

MAURIZIO LAGALA  
2106 CYPRESS BEND DRIVE APT 310  
POMPANO BEACH, FL. 33069

ARTICLE VIII - INCORPORATORS

The name(s) and addresses of the person(s) signing these Articles of Incorporation are as follows:

EDWARD FERREIRA  
200 SOUTH PINE ISLAND RD SUITE 206  
PLANTATION, FL. 33324

MAURIZIO LAGALA  
2106 CYPRESS BEND DRIVE APT 310  
POMPANO BEACH, FL. 33069

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 28 day of May, 1996.

 (Seal)  
EDWARD FERREIRA

 (Seal)  
MAURIZIO LAGALA

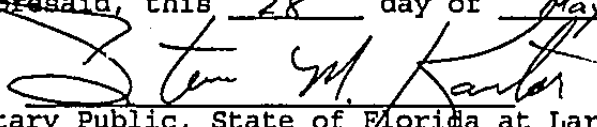
STATE OF FLORIDA

COUNTY OF BROWARD

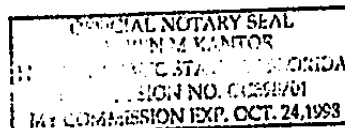
before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared EDWARD FERREIRA known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 28 day of May, 1996.

(Notary Seal)

  
(Notary Public, State of Florida at Large)

My Commission expires:



**CERTIFICATE AND ACKNOWLEDGEMENT**

**OF REGISTERED AGENT**

**OF**

**MAGNIFICO FOODS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 MAY 29 AM 9:19

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:


The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

200 S. PINE ISLAND RD. SUITE 206  
PLANTATION, FLORIDA 33324

has named Edward Ferreira, located at the aforesaid address, as its Registered Agent to accept service of process with this state.

**ACKNOWLEDGEMENT**

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 Florida Law in keeping open said office.

  
Edward Ferreira (Registered agent)