

P96000049250

CORPORATE ADDRESS INC
1116-D THOMASVILLE RD
TALLAHASSEE, FL 32303
(004) 222-2666

Address

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (If known):

1. Monarch Foods, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 6/10/96

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☒ Certificate of Status G.S.

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION OF OUT-OF-STATE(S)	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

900001856639
-06/10/96--01015--001
****131.25 ****131.25

96 JUN 10 PM 10:10

6/10/96

**ARTICLES OF INCORPORATION
OF
MONARCH FOODS, INC.**

FILED
96 JUN 10 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of this Corporation (the "Corporation") shall be Monarch Foods, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 801 Brickell Avenue, 9th Floor, Miami, Florida 33131.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of one (\$1.00) dollar per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Lawrence N. Rosen, 2925 Aventura Boulevard, Suite 308, Aventura, Florida 33180.

ARTICLE V: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Lawrence N. Rosen, 2925 Aventura Boulevard, Suite 308, Aventura, Florida 33180.

ARTICLE VI: GENERAL PROVISIONS

(a) A director of the Corporation may transact business, borrow, lend or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

(b) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under any By-Laws, agreements, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such person.

The undersigned has executed these Articles of Incorporation this 7th day of June, 1996.



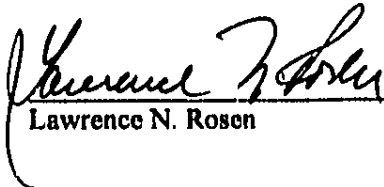
Lawrence N. Rosen, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the corporation mentioned below, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Monarch Foods, Inc.
2. The name and address of the registered agent and office is Lawrence N. Rosen, 2925 Aventura Boulevard, Suite 308, Aventura, Florida 33180.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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.



Lawrence N. Rosen

Dated: June 7, 1996

FILED
96 JUN 10 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

996000049250

Requestor's Name
 CORPORATE ACCESS, INC.
 1116 D THOMASVILLE RD
 TALLAHASSEE, FL 32303
 (904) 222-2666
 City/State/Zip Phone #

87.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Monarch Foods, Inc.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

00000188410
 -07/09/96--01134--020
 *****175.00 *****87.50

☒ Walk in

☐ Mail out

☒ Pick up time

☐ Will wait

☐ Photocopy

☒ Certified Copy

☐ Certificate of State

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment NC
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

5+ 1/2
 File Second

FILED
 95 JUL -2 PM 3:10
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

RECORDED
 95 JUL -2 PM 3:20
 DIVISION OF CORPORATION

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MONARCH FOODS, INC.**

FILED
95 JUL -2 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of this corporation is MONARCH FOODS, INC. (the "Corporation").
2. Article I of the Articles of Incorporation of the Corporation is amended to read as follows:


ARTICLE I - NAME

The name of this corporation shall be GRECO-ROMAN, INC. (the "Corporation").

3. This Amendment was recommended by the Board of Directors to the Corporation's stockholders on June 27, 1996.

4. This Amendment was approved by the holders of all of the Corporation's common stock, which is the only group of the Corporation's shareholders entitled to vote on the Amendment, and the number of votes in favor of the Amendment was sufficient for approval.

The undersigned has executed these Articles of Amendment on this 27th day of June, 1996.


Steven E. Scheinberg, President