

P 96.000060258

FRANK W. BICO, ESQ.
Requestor's Name

4360 NOKALAC BLVD #205
Address

Palm BEACH Gardens, FL
City/State/Zip Phone #
33410

4880 1111111111111111
01/12/96 110951-017
***295.00 ***123.50

Office Use Only

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

1. AMX FOODTEC INTERNATIONAL, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

FILED
96 JUL 17 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

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

Examiner's Initials

PH 7/18/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

AMX FOODTEC INTERNATIONAL, INC.

I, the undersigned, hereby file these Articles of Incorporation for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit, and for that purpose I hereby certify, declare and set forth as follows, to wit:

ARTICLE I

NAME

The name of this corporation shall be:

AMX FOODTEC INTERNATIONAL, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature, object and purpose is to do and transact all lawful business.

ARTICLE III

CAPITAL STOCK

The capital stock of this Corporation shall be 1000 shares at \$1.00 par value, which shall be designated "Common Shares."

ARTICLE IV

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares of stock.

ARTICLE V

CORPORATE EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation shall be 4360 Northlake Blvd., Suite 205, Palm Beach Gardens, Florida 33410, County of Palm Beach, State of Florida, and its mailing address shall be:

4360 Northlake Blvd.
Suite 205
Palm Beach Gardens, Fl 33410

with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT

The name of the registered agent and the street address of the initial registered office of this Corporation is:

Martin E. Washofsky, E.A., P.A.
4360 Northlake Blvd., Suite 205
Palm Beach Gardens, Florida 33410

ARTICLE VIII

OFFICERS AND DIRECTORS

The names and post office address of the initial officers and directors who shall hold office for the first year of the corporation's existence or until their successors are elected are:

Linda Schnelly, President
4360 Northlake Blvd., Suite 205
Palm Beach Gardens, Florida 33410

The corporation at all times shall have at least one director. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in the corporation.

ARTICLE IX

INCORPORATORS

The name and address of the person signing these Articles is:

Martin E. Washofsky, E.A., P.A.
4360 Northlake Blvd.
Suite 205
Palm Beach Gardens, Florida 33410

ARTICLE X

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and shareholders.

ARTICLE XI

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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 XII

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend the bylaws and to fix any amount to be reserved for working capital.

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have first lien on the shares of its members and upon the dividends due them for any indebtedness of such members to the corporation.

IN WITNESS WHEREOF, the undersigned, being the original incorporator to the Articles of Incorporation herein, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, this 15th day of July, 1996.

In the presence of:

Bettina Dietch MEK
MARTIN E. WASHOFSKY, E.A., P.A.
PRESIDENT
Angela K. Ford

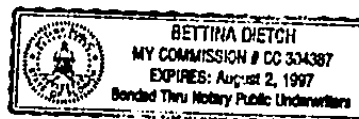
STATE OF FLORIDA
COUNTY OF PALM BEACH:

BEFORE ME, the undersigned Notary Public, duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared Martin E. Washofsky who is personally known by me and who in my presence executed the foregoing instrument and who under oath acknowledged to me and before me that she executed same.

WITNESS my hand and official seal in the County and State last aforesaid this 15th day of July, 1996.

Bettina Dietch
Notary Public

State of Florida at Large
My commission expires:



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96 JUL 17 PM 2:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Martin E. Washofsky, E.A., P.A.

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

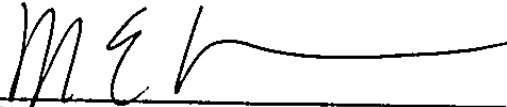
First, that AMX FOODTEC INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 4360 Northlake Blvd. Suite 205, Palm Beach Gardens, Florida 33410, County of Palm Beach, State of Florida, has named:

Martin E. Washofsky, E.A., P.A., President
4360 Northlake Blvd., Suite 205
Palm Beach Gardens, Florida 33410

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 place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


MARTIN E. WASHOFSKY, E.A., P.A.
PRESIDENT

LAW OFFICES OF

Frank W. Ricci, P.A.

IMMIGRATION & CUSTOMS ATTORNEYS

FRANK W. RICCI*

*MEMBER INDIANA BAR ONLY
PRACTICE LIMITED EXCLUSIVELY
TO IMMIGRATION & CUSTOMS LAW
AND ADJUDICATION
UNITED STATES SUPREME COURT
U.S. TAX COURT

U.S. COURT OF INTERNATIONAL TRADE

U.S. COURT OF APPEALS
FOR THE FEDERAL CIRCUIT

BETTINA DIETCH
OFFICE ADMINISTRATOR

SENIOR PARALEGAL
BILLY AULRING

PARALEGAL STAFF
SUSAN E. CAIRL
MARTINA FLORES
LISA MILAM
KRISTIN PEREZ
ESTI VOLLINGER

OF COUNSEL:
DOMINICK D. FARACI

96000060258

September 24, 1996

Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

900001958209
-09/26/96--01073--002
*****35.00 *****35.00

Attn: Amendment Section

RE: AMX Foodtec International, Inc.

Dear Sir/Madam:

Enclosed please find an amendment to the articles of Incorporation together with a check in the amount of \$35.00 to be filed with your office.

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

Sincerely,

Bettina Dietch
Office Administrator

/bd
encl.

Handwritten:
OK
96000060258
Amend

APPROVED
AND
FILED
96 OCT 14 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 30, 1996

BETTINA DIETCH
4360 NORTHLAKE BLVD., SUITE 205
PALM BEACH GARDENS, FL 33410

SUBJECT: AMX FOODTEC INTERNATIONAL, INC.
Ref. Number: P96000060258

We have received your document for AMX FOODTEC INTERNATIONAL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment cannot be adopted and executed by an incorporator if directors have been selected. Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 496A0004474

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 OCT 14 AM 10:45

APPROVED
AND
FILED

*Amend
Oct 14-96*

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AMX Foodtec International, Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article VIII: The name of the President is hereby amended to read as follows: Axel Mixa, President.

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: Sept 24, 1996

FOURTH: Adoption of Amendment(s) (check one)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 24 day of September, 19 96

Signature

MSE / Axel Mixa
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Martin E. Washofsky / Axel Mixa

Typed or printed name

President

Title

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 OCT 14 AM 10:45

APPROVED
AND
FILED