

P96000064534

Peter Makris
2110 Drew Street
Clearwater, FL 34625

July 29, 1996

RECEIVED
08/01/96 11:01 AM

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

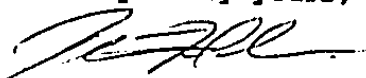
Gentlemen:

I am enclosing the Articles of Incorporation and the Certificate Designating Registered Agent/Registered Office for ROJO FOODS, INC. Also enclosed are the applicable fees for the Department of State. Please file the Articles of Incorporation and return the articles back to the address below:

Peter Makris
2110 Drew Street
Clearwater, Florida 34625

If there are any questions, or you are having problems filing the Articles, please call me at (813) 446-0000.

Very truly yours,



Peter Makris

AUG 1 1996

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FILED
96 AUG -1 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ROJO FOODS, INC.

FILED
96 AUG -1 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of the corporation shall be:

ROJO FOODS, INC.

The principal place of business of this corporation shall be: 1879 NUTHATCH WAY, PALM HARBOR, FLORIDA 34683. The mailing address of this corporation shall be: 1879 NUTHATCH WAY, PALM HARBOR, FLORIDA 34683.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock have \$1.00 per value per share.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. OFFICERS DIRECTORS

This corporation is to have two directors and officers, initially. The names and street addresses of the initial directors and officers who shall hold office for the first year of the corporation's existence, or until their successors are elected or appointed are:

Rosario Masi
President

1879 Nuthatch Way
Palm Harbor, Florida 34683

John Redderson
Vice President

7985 4th Avenue South
St. Petersburg, Florida 33707

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to this
Articles of Incorporation is:

Rosario Masi

1879 Nuthatch Way
Palm Harbor, Florida 34683

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation this 29th day of July,
1996.

Signature of Incorporator

Rosario Masi
Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

THE FOREGOING instrument was acknowledged and sworn to before me
this 29th day of July, 1996, by Rosario Masi of ROJO
FOODS, INC.



Notary Public

Barbara J. Smith
My Commission Expires: 9/5/99

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

FILED
96 AUG -1 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, 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:

ROJO FOODS, INC.

2. The name and address of the registered agent and office is:

Name: ROSARIO MASI

Address: 1879 NUTHATCH WAY

City: PALM HARBOR

State: FLORIDA Zip: 34683

SIGNATURE 
(Corporate Officer)

TITLE: PRESIDENT

DATE: 7/29/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE 

DATE: 7/29/96