



Stephen M. Goodman
General Counsel

FILED

96 OCT 28 PM 3:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 24, 1996

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

RE: VICON INTERNATIONAL FOOD CORP.

Dear Sir:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for filing fee and certificate in the amount of \$70.00.

PLEASE RETURN THE STAMPED COPY OF ARTICLES TO:

STEPHEN M. GOODMAN
900 N. FEDERAL HWY, STE 460
BOCA RATON, FL 33432

GH 10/29/96

1-800-984-2660

Fax: 407-447-8639

900 North Federal Highway

Suite 460

Boca Raton, Florida 33432

ARTICLES OF INCORPORATION

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be:

VICON INTERNATIONAL FOOD CORP.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

900 N. FEDERAL HWY, STE 460
BOCA RATON, FL 33432

ARTICLE III. SHARES

The number of shares that this corporation is authorized to have outstanding at any time is:

ONE THOUSAND (1000)

ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

STEPHEN M. GOODMAN
900 N. FEDERAL HWY, STE 460
BOCA RATON, FL 33432

ARTICLE V. INCORPORATOR

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

STEPHEN M. GOODMAN
900 N. FEDERAL HWY, STE 460
BOCA RATON, FL 33432

The undersigned incorporator has executed these articles of incorporation the 14th day of October, 1996


Stephen M. Goodman

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: Vicon International Food Corp

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

Stephen M. Goodman
(NAME)

900 N. Federal Hwy, Ste 460
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Boca Raton, FL 33432
(CITY/STATE/ZIP)

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.

Stephen M. Goodman
(SIGNATURE)

10/25/96
(DATE)