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ACCOUNT NO. : 072100000032

REFERENCE : 258159 11936A

AUTHORIZATION

COST LIMIT : \$970.00

Patricia Piguet

ORDER DATE : February 12, 1997

ORDER TIME : 3:47 PM

ORDER NO. : 258159-005

900002086669--6

CUSTOMER NO: 11936A

CUSTOMER: William Muntzing, Esq
WILLIAM MUNTZING, P.A.

1102 Oak Street

Kissimmee, FL 34741

DOMESTIC FILING

NAME: GIA FOODS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS

FILED
97 FEB 13 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 FEB 13 AM 9:45
DIVISION OF CORPORATION

2.13.97
KR

ARTICLES OF INCORPORATION
OF
GIA FOODS, INC.

97 FEB 13 AM 10:51
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

GIA FOODS, INC.

The address of the principal office of this corporation shall be 14344 Bristow Court, Orlando, Florida 32837, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have 4 Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Nicholas Delre Dir.	14344 Bristow Court Orlando, Florida 32837
Teresa M. Delre Dir.	Same
Peter N. Delre Dir.	81 Mcveigh Avenue Staton Island, New York 10314
Santa J. Delre Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Nicholas Delre Pres.	14344 Bristow Court Orlando, Florida 32837
Teresa M. Delre V.Pres.	Same
Peter N. Delre Sec.	81 Mcveigh Avenue Staton Island, New York 10314
Santa J. Delre Tres.	Same

ARTICLE VIII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

ARTICLE IX. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service company on February 12, 1997.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

CLD/smr

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA