

LAW OFFICES OF
JEFFREY SOLOMON

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EMERALD HILLS EXECUTIVE PLAZA ONE
4601 SHERIDAN STREET
HOLLYWOOD, FLORIDA 33021
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N. BROWARD: (954) 522-4444
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March 11, 1997

By Federal Express

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Fl. 32399


Re: Marano Foods Corporation

To Whom It May Concern:

Enclosed are original and two copies of the Articles of Incorporation for the above company. Also enclosed is check for \$70.00 to cover filing.

Also self-addressed stamped envelope is enclosed.

Very truly your,


Jeffrey Solomon

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MAR 18

BSB

STATE
TALLAHASSEE, FLORIDA

97 MAR 12 PM 1:45

PM 1:45

ARTICLES OF INCORPORATION
OF
MARANO FOODS CORPORATION

FILED
97 MAR 12 PM 1:45
STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, subscribers of the Articles of Incorporation, each being a natural person competent to contract, hereby associate ourselves together for the purpose of forming a corporation under the Laws of the State of Florida.

ARTICLE ONE

The name of this corporation shall be:

MARANO FOODS CORPORATION

ARTICLE TWO

DURATION: The corporation shall commence corporate existence on the date of the execution of these Articles of Incorporation and continue in perpetual existence unless sooner dissolved as provided by law.

ARTICLE THREE

The purpose of the corporation shall be to such extent as a corporation organized under the Florida corporate law of this state may now or hereafter lawfully do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and

all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the laws governing corporations of this state or under any act amendatory thereof, supplemental thereto, or substituted therefore, or to otherwise engage in any lawful activity either within or without the state of Florida. The corporation may buy, sell, lease, rent, encumber, deal in or otherwise dispose of real or personal property and engage in any lawful business including retail or wholesale sales, advertising, manufacturing, assembling, act as commission merchant, broker, jobber, dealer, import, export, or any other lawful business activity without limitation; to do any and all other acts and things as are necessary or convenient to the attainment of the purposes of this Corporation, to the same extent as natural persons lawfully might or could do in any part of the world, insofar as such acts are permitted to be done by a corporation organized under the Corporation Law of this state.

ARTICLE FOUR

CAPITAL STOCK: The authorized Capital Stock of this company shall be 10,000 shares of Common Stock, each having a par value of \$0.10 and full voting rights. Consideration for each share shall be \$0.10 in money, property, or other consideration.

ARTICLE FIVE

The initial street address of the corporation's office and the

name and address of the initial Registered Agent is as follows:

CORPORATION ADDRESS:

213 NE 211 Terrace
Miami, FL 33179

REGISTERED AGENT NAME
AND ADDRESS:

Jeffrey Solomon, Esquire
4601 Sheridan Street
Suite 500
Hollywood, FL 33021

ARTICLE SIX

DIRECTORS: There shall be one (1) director constituting the initial Board of Directors as follows:

Michael P. Marano
213 NE 211 Terrace
Miami, FL 33179

The number of Directors may be increased or decreased by the by-laws, but shall not be less than one.

ARTICLE SEVEN

SUBSCRIBER: Name and Post Office address of the Subscriber to this Articles of Incorporation and the number of shares of stock he agrees to take and the value of the consideration thereof is:

NAME AND ADDRESS:	SHARES OF COMMON STOCK:	CONSIDERATION:
Michael P. Marano 213 NE 211 Terrace Miami, FL 33179	5,000	\$500.00

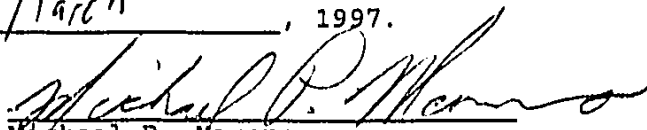
ARTICLE EIGHT

It is indicated that the stock of this corporation be issued to take advantage of Section 1244 of the Internal Revenue Code of 1959, and be in accordance with the provisions therein.

ARTICLE NINE

The by-laws of the corporation may be made by the Directors.

IN WITNESS WHEREOF, we have set our hand and seal in Broward County, Florida, this 12 day of March, 1997.



Michael P. Marano

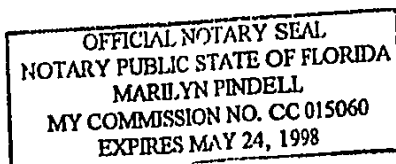
STATE OF FLORIDA)

COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, Michael P. Marano, personally known to me or who has produced FL. Dr. License as identification and who did take an oath and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and seal at Broward County, Florida this 12 day of March, 1997.


NOTARY PUBLIC, STATE OF FLORIDA



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

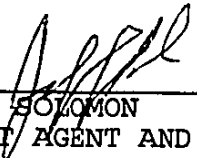
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97 MAR 12 PM 1:45
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First-That: MARANO FOODS CORPORATION, desiring to organize under the Laws of the State of Florida with its principal offices, as indicated in the Articles of Incorporation, at 213 NE 211 Terrace, Miami, Florida, in Dade County, State of Florida, has named Jeffrey Solomon, Esquire, 4601 Sheridan Street, Suite 500, Hollywood, FL 33021 as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process of and for the above stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office. I am familiar with the provisions of Section 607.0505 and agree to abide by its terms.

BY: 
JEFFREY SOLOMON
RESIDENT AGENT AND REGISTERED
AGENT

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