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FLORIDA DIVISION OF CORPORATIONS

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(305)858-4777

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NAME: SERPACO FOOD MANAGEMENT, INC.

AUDIT NUMBER.....H97000004845

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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**ARTICLES OF INCORPORATION**  
**OF**  
**SERPACO FOOD MANAGEMENT, INC.**

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation shall be:

SERPACO FOOD MANAGEMENT, INC.

**ARTICLE II**

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

**ARTICLE III**

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

**ARTICLE IV**

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common capital stock, \$0.01 Par Value.

**ARTICLE V**

The initial registered agent and street address of the initial registered office of the corporation shall be:

Ziskind & Arvin, P.A.  
444 Brickell Avenue, Suite 905  
Miami, FL 33131

Prepared By:  
Kenneth I. Arvin, Esq., FL Bar # 0039632  
Ziskind & Arvin, P.A.  
444 Brickell Avenue, Suite 905  
Miami, FL 33133

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**ARTICLE VI**

This corporation shall have two directors. The names and addresses of the initial directors of the corporation are:

R. Michael Costa  
4288 Lennox Drive  
Miami, FL 33133

Rafael Serpa  
2545 Andros Ave  
Miami, FL 33133

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

**ARTICLE VII**

The name and address of the incorporator of the corporation is:

Ziskind & Arvin, P.A.  
444 Brickell Avenue, Suite 905  
Miami, FL 33131

**ARTICLE VIII**

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

4288 Lennox Drive  
Miami, FL 33133

Executed at Miami, Florida this 24th day of March, 1997.

ZISKIND & ARVIN, P.A.,  
Incorporator

By: 

Kenneth I. Arvin, Vice President

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT  
AND REGISTERED OFFICE  
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is:

**SERPACO FOOD MANAGEMENT, INC.**

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

**ZISKIND & ARVIN, P.A.  
444 Brickell Avenue, Suite 612  
Miami, FL 33131**

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the registered agent of SERPACO FOOD MANAGEMENT, INC. at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: March 24, 1997

**ZISKIND & ARVIN, P.A., Registered Agent**

By: 

**Kenneth I. Arvin, Esq., Vice President**

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