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GEOFFREY M. WAYNE, P.A. → D 011 E A S

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FLORIDA DIVISION OF CORPORATIONS  
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NAME: LARA FOOD CORPORATION

AUDIT NUMBER.....H97000005387

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

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
LARA FOOD CORPORATION**

**FILED**  
97 APR -3 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be:

Lara Food Corporation

The principal place of business of this corporation shall be 19575 Biscayne Boulevard, Store 1425, North Miami, Florida 33180.

**ARTICLE II.**

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE III. 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 IV. CAPITAL STOCK**

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

<b>Number of Shares</b>	<b>Par Value</b>	<b>Class of Stock</b>
500	\$1.00	Common

Geoffrey M. Wayne, Esq.  
1001 Brickell Bay Drive, Suite 2702  
Miami FL 33131-4040  
(305) 381-8108  
Florida Bar No. 329444

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All of said stock shall be payable in cash, real or personal property, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

#### **ARTICLE V. ADDRESS**

The street address of the initial registered office of the corporation shall be 1001 Brickell Bay Drive, Suite 2702, Miami, Florida 33131-4940, and the name of the initial registered agent of the corporation at that address is Geoffrey M. Wayne.

#### **ARTICLE VI. DIRECTORS**

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The names and addresses of the directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

Joseph Zahroux 1110 Brickell Avenue, Suite 430 Miami, Florida 33131

Denis Coury 1110 Brickell Avenue, Suite 430 Miami, Florida 33131

#### **ARTICLE VII. INCORPORATOR**

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

Geoffrey M. Wayne, Esq.  
Geoffrey M. Wayne, P.A.  
1001 Brickell Bay Drive, Suite 2702  
Miami Florida 33131-4940

#### **ARTICLE VIII.**

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

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**ARTICLE IX. INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law for such acts of the officer or director or former officer or director while acting in a corporate capacity.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this 2nd day of April, 1997.

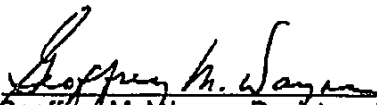
By: Geoffrey M. Wayne  
Geoffrey M. Wayne, Incorporator

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**ACCEPTANCE OF REGISTERED AGENT**

Having been appointed the registered agent of Lara Food Corporation, the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Sections 607.0501 and 607.0502 on the undersigned as registered agent.

Executed this 2nd day of April, 1997.

  
Geoffrey M. Wayne, Registered Agent

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