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April 11, 1997

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Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32301

Re: **TROPICAL FOOD SPECIALTIES CORP.**

Ladies/Gentlemen:

Enclosed herewith please find an original and one (1) copy of Articles of Incorporation relative to the above-referenced new business entity.

A remittance in the sum of \$131.25 is also enclosed to cover the filing fee on the corporation and a certificate of good standing. Also enclosed please find a self-addressed Airborne Express mailer for your convenience in returning the documents to the undersigned.

Should you have any questions or require any additional information, please do not hesitate to contact me.

Cordially,

*E. J. Generotti*  
E. J. GENEROTTI, ESQ. *EJG*  
For the Firm

EJG/jbn

enc.

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TALLAHASSEE, FLORIDA

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**ARTICLES of INCORPORATION**  
**of**  
**TROPICAL FOOD SPECIALTIES CORP.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME:** The name of this corporation is: **TROPICAL FOOD SPECIALTIES CORP.**

**ARTICLE II**

**PURPOSES AND POWERS:** The general nature of business to be transacted by the corporation is as follows:

1. The corporation may engage in any activity of business which is permitted under the laws of the State of Florida.
2. And in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.
3. And, further, to borrow or raise money for any purposes of the company, and to secure the same interest, or for other purposes, to mortgage all or part of the property corporeal or incorporeal rights or franchise of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of

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exchange, promissory notes or other obligations or negotiable instruments.

### **ARTICLE III**

**CAPITALIZATION:** The maximum number of shares of stock this corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) shares of common stock, having a par value of ONE AND 00/100 (\$1.00) DOLLAR per share.

### **ARTICLE IV**

**INITIAL CAPITAL:** The amount of capital with which this corporation will begin business is FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS.

### **ARTICLE V**

**COMMENCEMENT AND DURATION:** This corporation is to commence existence upon the filing of the Articles of Incorporation by the Department of State.

### **ARTICLE VI**

**PRINCIPAL PLACE OF BUSINESS:** The name of this corporation shall be: **TROPICAL FOOD SPECIALTIES CORP.**, having its principal place of business at: 6001 SW 6 Street, Plantation, FL 33317.

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida, and establish branch offices in any place within the State of Florida, as the said corporation may desire.

### **ARTICLE VII**

**DIRECTORS:** This corporation shall have one (1) director initially; the number of

Directors may be increased from time to time by the laws adopted by the stockholders, but shall never be less than one (1).

#### **ARTICLE VIII**

**DIRECTOR:** The name and address of the first Board of Directors of these Articles of Incorporation is as follows:

JESUS B. HERNANDEZ  
Director

6001 SW 6 Street  
Plantation, FL 33317

The name and address of the original officers is as follows:

JESUS B. HERNANDEZ  
President & Treasurer  
Vice President & Secretary

6001 SW 6 Street  
Plantation, FL 33317

#### **ARTICLE IX**

**INCORPORATOR AND SUBSCRIBER:** The Incorporator and Subscriber to all of the capital shares of the corporation is:

**JESUS B. HERNANDEZ**

#### **ARTICLE X**

**AMENDMENT:** These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the



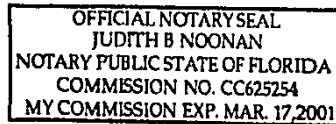
HERNANDEZ who is personally known to me and who did take an oath, being by me first duly sworn, deposes and states that he is the person described in and who executed the foregoing Articles of Incorporation and he acknowledged that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 20th day of March, 1997.

Judith B Noonan  
NOTARY PUBLIC  
State of Florida

My Commission Expires:

Print Name: Judith B Noonan



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