



THE UNITED STATES
CORPORATION
COMPANY

P97000035157

ACCOUNT NO. : 072100000032

REFERENCE : 463816 9362A

AUTHORIZATION : *Mark A. Walker*

COST LIMIT : \$ 43.75

ORDER DATE : July 16, 1997

ORDER TIME : 10:31 AM

ORDER NO. : 463816-005

CUSTOMER NO: 9362A

CUSTOMER: Blair Johnson, Esq
Blair Johnson, Esq
205 E. Bay Street

Winter Gardens, FL 34787

600002239946--7

Amended & Restated Articles

DOMESTIC AMENDMENT FILING

NAME: MOTO FOOD SERVICES
INCORPORATED

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:
W.P. Verlyer

97 JUL 16 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

7/16/97
<i>[Signature]</i>
<i>[Signature]</i>
<i>[Signature]</i>
<i>[Signature]</i>
<i>[Signature]</i>

**RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF MOTO FOOD SERVICES INCORPORATED**

97 JUL 16 PM 2:56
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Department Of State
Tallahassee, Florida 32304

Pursuant to the provisions of Section 607.1003 of the Florida Statutes, the undersigned corporation MOTO FOOD SERVICES INCORPORATED, originally incorporated under the name MOTO FOOD SERVICES INCORPORATED on April 17, 1997, hereby adopts the following restated and amended Articles Of Incorporation upon the approval of a majority of the Shareholders of the Corporation:

**ARTICLE OF INCORPORATION
OF
MOTO FOOD SERVICES INCORPORATED**

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

ARTICLE I NAME

The name of the corporation shall be:

MOTO FOOD SERVICES INCORPORATED

The principal place of business of this corporation shall be **7130 South Orange Blossom Trail, Suite 120, Orlando, Florida 32809.**

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 **7,500** shares of common stock having a minimum par value of **\$6.67** per share and shall be capitalized by an amount not less than **\$50,000.00**.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be **7130 South Orange Blossom Trail, Suite 120, Orlando, Florida 32809**, and the name of the initial registered agent of the corporation at that address is **PETER LEE**.

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI DIRECTORS

The corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII INCORPORATOR

The name and street address of the persons signing these **Articles Of Incorporation** as the incorporator is:

PETER LEE
7130 South Orange Blossom Trail
Suite 120
Orlando, Florida 32809

ARTICLE VIII PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata shares thereof at the price at which it is offered to others.

ARTICLE IX DIRECTORS

This corporation shall have one Director, initially. The name and street address of the initial member of the Board of Directors is:

PETER LEE
7130 South Orange Blossom Trail
Suite 120
Orlando, Florida 32809

ARTICLE X BRANCH IN GERMANY

The Officers of the Corporation are authorized to take the necessary steps to open a branch of the Corporation in Germany.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 14 day of July, 1997.


PETER LEE

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 14 day of July, 1997, by **PETER LEE**, who is personally known to me and to be the person described as Incorporator and executed the foregoing **Articles Of Incorporation** and signed in my presence the above signature specimen and the above signature.


Notary Public
My commission expires:



The foregoing restated Articles Of Incorporation which were adopted pursuant to Section 607.1003 of the Florida Statutes. The designation and number of outstanding shares of each class entitled to vote on this Restated And Amended

Articles Of Incorporation were as follows:

<u>Class</u>	<u>Number Of Shares</u>
Common Voting	500

The number of shares voted in favor of such Restated And Amended Articles Of Incorporation was 500.

Dated July 14, 1997.

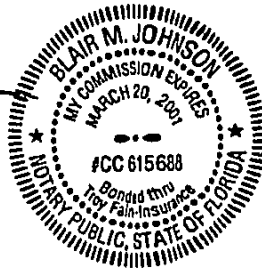
MOTO FOOD SERVICES INCORPORATED

BY 
PETER LEE as President

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public, personally appeared PETER LEE to me known to be the person described as President of MOTO FOOD SERVICES INCORPORATED and who executed the foregoing Reinstate And Amend Articles Of Amendment Of Moto Food Services Incorporated and acknowledged before me that he subscribed to these Articles on July 14, 1997 and signed in my presence the above signature specimen and the above signature.


Notary Public
My commission expires:



c:\corporate\reinstate and amend articles of incorporation