

P97000046463 Mendiola Distributing

Product Placement & Distribution

May 20, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800002190098--2
-05/23/97--01094--007
****122.50 ****122.50

Secretary of State:

Please see the enclosed Articles of Incorporation for Mendiola Distributing. Also enclosed is a check for \$122.50 to cover fees and charges. If anything else is required, please contact me at:

Peter Mendiola
1438 Robbia Ave.
Coral Gables, FL 33146

Tel: 305-662-8898 or Fax: 305-662-9258

FILED
97 MAY 23 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank You in advance!

Peter GAVE
AUTHORIZATION BY PHONE TO
CORRECT ADD. SUFFIX
DATE 5/27/97
DOC. EXAM. nc

Peter Mendiola
Peter Mendiola
Mendiola Distributing

nc 5/27/97

FILED

97 MAY 23 AM 11: 54

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION
OF
MENDIOLA DISTRIBUTING CORP.**

The undersigned incorporator to these Articles of Incorporation, a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the Corporation is **MENDIOLA DISTRIBUTING CORP.**

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in the sales and distribution of food products.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have out standing at any one time is Five Hundred (500) shares of common stock having a par value of One Dollar (\$1.00) per share.

Shares may be issued only for a consideration having value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All Shares issued shall be fully paid and nonassessable.

ARTICLE IV - TERM OF EXISTANCE

This corporation shall have perpetual existence.

ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial Registered Agent and the street address of the corporation in the State of Florida shall be:

Peter Mendiola
1438 Robbia Avenue
Coral Gables, Florida 33146

ARTICLE VI - CORPORATION'S PRINCIPLE OFFICE

The initial principal office of the corporation shall be at 1438 Robbia Avenue, Coral Gables, Florida 33146. The Board of Directors may from time to time, move the principal office of the corporation to any other address in the State of Florida. The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS

The name of the initial director of this corporation and his street address is:

Peter Mendiola
1438 Robbia Avenue
Coral Gables, Florida 33146

The person name as initial director shall hold office for the first year of existence of this corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX - INCORPORATOR

The name and street address of the individual signing these Articles of Incorporation as the Incorporator is:

Peter Mendiola
1438 Robbia Avenue
Coral Gables, Florida 33146

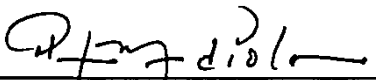
ARTICLE X - CONFLICT OF INTEREST

No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that the one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this corporation may be the other individual or individuals contracting with this corporation.

ARTICLE XI - AMENDMENT

The 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 at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, The undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 21st. day of May, 1997

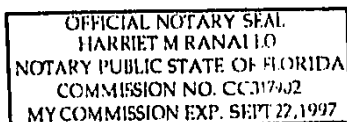

Peter Mendiola

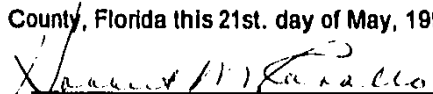
12 DL M534660603720

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared PETER MENDIOLA, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribe to these Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida this 21st. day of May, 1997




NOTARY PUBLIC, STATE OF FLORIDA
HARRIET M. RANALLO

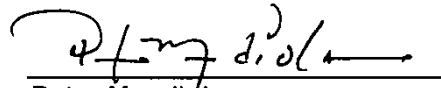
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMCILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **MENDIOLA DISTRIBUTING**, ^{CORP.} desiring to organize under the laws of the State of Florida, with its Principal office, as indicated in the Articles of Incorporation, at Coral Gables, Dade County, Florida, has name **PETER MENDIOLA**, located at 1438 Robbia Avenue, Coral Gables, Florida 33146, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Peter Mendiola

FILED
97 MAY 23 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA