

PA7000054103

Nationwide Food Distributors, Inc.
2291 N.E. 164 Street
N. Miami Beach, FL 33160

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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*****70.00 *****70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 19 AM 10:37

8/6/19/97

**CERTIFICATE OF INCORPORATION
OF
NATIONWIDE FOOD DISTRIBUTORS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

The undersigned hereby associates for the purpose of becoming a corporation under the Laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and make, subscribe and acknowledge and file with the Secretary of the State of Florida, this Certificate of Incorporation, and to that end does by this certificate set fourth:

Article 1

The name of the corporation shall be Nationwide Food Distributors, Inc.

Article 2

The general nature of the business, objects and purpose proposed to be transacted and carried on, are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

- A. To engage in any kind of business, and to conduct any and all other lawfully authorized business associated with same.
- B. To acquire, hold, undertake and fully exploit the good will, property right, franchises and assets of every kind and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks and/or bonds of the company or otherwise.
- C. To borrow money and contract debts when necessary for the transaction of the business or for the exercise of its corporate rights, privileges and/or franchises, or for any other lawful purpose of its incorporation, to issue bonds, promissory notes, bills for exchange, debenture and other obligations and evidence of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events whether by mortgage, pledge or otherwise, or unsecured for money borrowed or payment for property or acquired or any other lawful object.
- D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise depose of the shares of the capital stock of any other States of Government and while owner of such stock to exercise all the, powers and privileges of ownership, including the right to vote thereon.
- E. To conduct business, have one or more offices and hold, purchase mortgage and convey real and personal property in this State and in any of the several states, territories, possessions and dependencies of the United States, and District of Colombia and foreign countries.
- F. To do all and everything necessary and proper for the accomplishment of the object enumerated in the Certificate of Incorporation or any amendment thereof or necessary or incidental to the protection and benefit of the corporation and, in general, to carry on any

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lawful business necessary or incidental to the attainment similar in nature to the objects set forth therein, it being understood that the foregoing enumeration of specific power shall not be deemed exclusive by all other lawful powers conferred by the Statutes of the State of Florida are hereby included.

Article 3

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time is (600) shares of Common Stock which have One Dollar (\$1.00) par value.

Article 4

The amount of capital which this corporation will begin business is not less than Six Hundred (\$600.00) Dollars.

Article 5

The existence of this corporation shall be perpetual unless sooner dissolved according to law.

Article 6

The principle place of business of this business is to be located at:
2291 NE 164th Street
N. Miami Beach, Fl. 33160

Article 7

There shall be one or more Directors of this corporation.

Article 8

The names and post office address of the first Board of Directors are as follows:

Reinaldo Topp
19621 NE 21st Court
N. Miami Beach, Fl. 33179

Leonard Muskat
4000 Island Blvd.
Suite 603
Aventura, Fl. 33160

Clifford K. Wolk
22415 SW 61st Way- #A-208
Boca Raton, Fl. 33428

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Article 9

The name and address of each subscriber of the Certificate of Incorporation and a statement of the number of shares of stock which they agree to take as follows:

Reinaldo Topp/ 300 shares

Leonard Muskat/ 300 shares

Clifford K. Wolk/ 300 shares

The proceeds which amount to Six Hundred Dollars (\$600.00)

Article 10

The Directors of the Corporation, in addition to the powers conferred by the laws of the State of Florida shall have the power to make, alter and repeal the By-law's and set apart out of any of the funds of the corporation available for dividends, a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

A. The Corporation shall have a first lien on the shares of its members' stock and upon all dividends due them for any indebtedness by such members of the corporation.

B. The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever.

C. The Corporation shall have full power and lawful authority to accept property, real, personal or mixed, labor and services, in payment for shares of the capital stock, in lieu of cash, at just valuation to be fixed by its Board of Directors.

D. Shares of the capital stock of the company shall be fully paid and non-assessable

E. Shares of the capital stock of the company shall be transferred only on the books of the company by the holder thereof in person, or by his attorney, upon the surrender and cancellation of a certificate or certificates for like number of shares.

F. The corporation reserves the right to amend, change or repeal any provisions contained in this Certificate of Incorporation in any manner now or hereinafter prescribed by law and all rights conferred on Officers, Directors and Stockholders herein and granted subject to this reserve.

Article 11

The officers of this corporation are as follows:

Leonard Muskat/ President

Reinaldo Topp/ Vice- President

Clifford K. Wolk/ Secretary & Treasurer

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Article 12

It is the intention of the initial Board of Directors to qualify as a domestic small business corporation, stock issued pursuant to a written plan to qualify for I.R.C. Section 1244.

Article 13

Certificate designating place of business or domicile for the service of process within this State, naming agent upon whom process may be served.

Pursuant to Chapter 48,091, Florida Statutes, the following is submitted:

Nationwide Food Distributors, Inc., desiring to organize under the laws of the State of Florida with the principle offices as indicated in the Articles of Incorporation, has designated Leonard Muskat 2291 N.E. 164 Street, North Miami Beach. FL 33160 to accept service of process within the state.

Having been designated as Resident Agent for the above stated corporation, I hereby accept the position, agree to act in this capacity, and comply in full with the provisions of said act.

Dated this 13th day of June 1997.

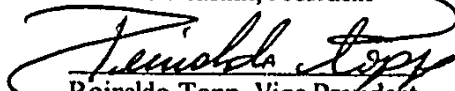

Registered Agent *Leonard Muskat*

The Registered Agent and street address of the registered office, place of business, or location for the Service of process within this State is as follows:

Leonard Muskat
2291 N.E. 164 Street
North Miami Beach, FL 33160

In WITNESS WHEREOF, we hereunto subscribe our names and affixed our seals at North Miami Beach, Dade County, Florida this 13th day of June 1997


Leonard Muskat, President


Reinaldo Topp, Vice President


STATE OF FLORIDA)
COUNTY OF DADE) SS:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 19 11:10:30

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NATIONWIDE FOOD DISTRIBUTORS, INC.**

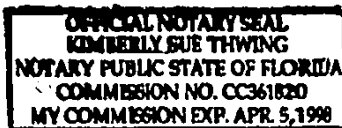
PERSONNALLY, before the undersigned authority, appeared, Leonard Muskat and Reinaldo Topp, to me well known to be the persons described in and who executed the foregoing Certificate of Incorporation and acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

SWORN TO AND SUBSCRIBED before me this 12th day of JUNE, 1997.


Notary Public of Florida
at large

My commission Expires:

4/5/98



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