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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: KARL FOOD, INC.

AUDIT NUMBER.....H97000014257

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

CERT. OF STATUS..0

PAGES..... 5

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B. McKnight

AUG 28 1997

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ARTICLES OF INCORPORATION

FOR

Karl Food, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the Corporation is Karl Food, Inc.

ARTICLE II

The initial street address of the Corporation's principle office is 2134 Washington Street, Hollywood, Florida 33020.

ARTICLE III

The total number of shares of capital stock which the Corporation shall be authorized to issue is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which the Corporation will begin is not less than \$500.00.

Virgilio Gigante
Fla. Bar No.: 82635
2003 South West 40th Avenue
Ft. Lauderdale, FL. 33317
(954) 792-9192

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ARTICLE VI

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE VII

This Corporation shall have no less than one Director at any time. The number of Directors may be increased or diminished from time to time, By-Laws adopted by the Stockholders.

The name and post office address of the members of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida shall hold office for the first year of the Corporation's existence, or until successors are elected and shall have qualified, is as follows:

Gaila S. Fernandes

5815 S. Farragut Drive
Hollywood, Florida 33021

ARTICLE VIII

The name and address of the incorporator is:

Gaila S. Fernandes

5815 S. Farragut Drive
Hollywood, Florida 33021

ARTICLE IX

The name and address of the person signing these Articles of Incorporation as subscriber is:

Gaila S. Fernandes

5815 S. Farragut Drive
Hollywood, Florida 33021

ARTICLE X

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The Corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution,, the corporate property and assets shall after payment of all debts of the Corporation, be distributed to the shareholders in proportion to the number of shares of stock in the Corporation which each shareholder then owns.

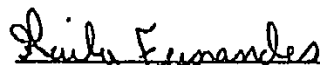
ARTICLE XII

The name and post office address of the officers of the Corporation, who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida shall hold office for the first year of the Corporations's existence, or until their successors are elected and shall have qualified, is as follows

PRESIDENT/SECRETARY:

Gaila S. Fernandes
5815 S. Farragut Drive
Hollywood, Florida 33021

IN WITNESS WHEREOF, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation at Hollywood, Broward County, Florida, on this 24th day of August, 1997.


Gaila S. Fernandes

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**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

Karl Food, Inc.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

That Karl Food, Inc., desiring to organize or qualify under the laws of the State of Florida and has named Gaila S. Fernandes as its registered agent to accept service of process within Florida, at: 5815 S. Farragut Drive, Hollywood, Florida 33021



Gaila S. Fernandes

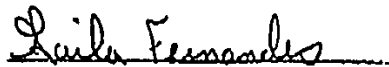
TITLE: President

Date: August 24, 1997

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position,

I, Gaila S. Fernandes, hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law relative to the proper and complete performance of such duties.



Gaila S. Fernandes

TITLE: President

Date: August 24, 1997

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