

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 SEP 24 AM 11:34

Portofino Food &
Vegetables, Inc.

100002303211--2

-09/25/97--01056--007

***122.50 ***122.50

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

Signature

Requested by:

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Name Date Time

Walk-In Will Pick Up

DIVISION OF CORPORATIONS

97 SEP 25 AM 10:52

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9-25-97

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**ARTICLES OF INCORPORATION
OF
PORTOFINO FOOD & VEGETABLES, INC.**

ARTICLE I - CORPORATE NAME

The name of this corporation is PORTOFINO FOOD & VEGETABLES, INC., whose principal office and mailing address is 1696 SherryAna Court, NW, Palm Bay, Florida 32907.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 2,500 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon filing of these articles.

ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

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

CHARLES A. SCHILLINGER, ESQUIRE
3125 WEST NEW HAVEN AVENUE
SUITE 200
W. MELBOURNE, FLORIDA 32904

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

ARTICLE VII - INITIAL DIRECTORS

The name and street address of the initial directors of this corporation are:

VINCENT PETRALIA
1696 SHERRYANA COURT, NW
PALM BAY, FLORIDA 32907

DOMENICK ABITINO
1696 SHERRYANA COURT, NW
PALM BAY, FLORIDA 32907

ARTICLE VIII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the initial incorporator is:

VINCENT PETRALIA
1696 SHERRYANA COURT, NW
PALM BAY, FLORIDA 32907

ARTICLE IX - AMENDMENT

The shareholders shall have the power to adopt, amend, or repeal the Articles of Incorporation when proposed and approved at a shareholder's meeting with not less than a majority vote of the common stock.

IN WITNESS WHEREOF, the undersigned, as the initial incorporator, has executed the foregoing Articles of Incorporation on this 25th day of September, 1997.


VINCENT PETRALIA

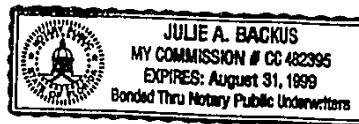
STATE OF FLORIDA
COUNTY OF BREVARD

Before me personally appeared VINCENT PETRALIA, who is personally known to me or who produced D.L. P304-860-37-265-0 as identification and who did take an oath, and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the Articles of Incorporation as incorporator of the corporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Melbourne, Brevard County, Florida, this 23 day of September, 1997.

Julie A. Backus
Notary Public

Print Name: Julie A. Backus
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 SEP 24 AM 11:35

Pursuant to Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said Act:

FIRST: That PORTOFINO FOOD & VEGETABLES, INC., desiring to
organize under the laws of the State of Florida, with its principal
office, as indicated in the Articles of Incorporation, in Palm
Bay, Brevard County, Florida, has named CHARLES A. SCHILLINGER,
ESQUIRE, of 3125 West New Haven Avenue, Suite 200, West Melbourne,
Florida 32904, as its agent to accept service of process within the
State.

ACKNOWLEDGEMENT: Having been named to accept service of
process for the above stated corporation, at the place designated
in the Articles of Incorporation, I hereby accept to act in this
capacity and agree to comply with the provisions of said Act and
Chapter 607, Florida Statutes, relative to keeping open said
office.



CHARLES A. SCHILLINGER, ESQUIRE
Registered Agent