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12/12/97

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TO: DIVISION OF CORPORATIONS

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FROM: ARIE MREJEN, P.A.

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NAME: MEGAPOLIS FOOD, INC.

AUDIT NUMBER.....H97000020527

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

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION
OF
MEGAPOLIS FOOD, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
67 DEC 12 AM 8:10

ARTICLE I: NAME

The name of the corporation is : MEGAPOLIS FOOD, INC.

ARTICLE II: EFFECTIVE DATE

This corporation's existence shall commence on the date these Articles of Incorporation are filed with the Florida Secretary of State.

ARTICLE III: PRINCIPAL OFFICE

The mailing address of this corporation is : 3625 Pembroke Rd., Bay C-6, Hollywood, FL 33021

ARTICLE IV: CAPITAL STOCK

The number of shares that the corporation is authorized to have outstanding at any on time is ONE THOUSAND (1,000) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE V: GENERAL PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

THIS INSTRUMENT PREPARED BY:
ARIE MREJEN, ESQ.
701 W. CYPRESS CREEK RD., SUITE 302
FORT LAUDERDALE, FLORIDA 33309
TEL: (954)771-3740
FAX: (954) 771-3047
FLORIDA BAR NO. 907219

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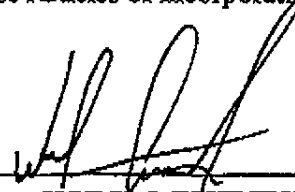
ARTICLE XI: INDEMNIFICATION

The corporation shall indemnify each officer and director to the fullest extent permitted by law.

ARTICLE XII: BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

In WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this _____ day of December, 1997.



KODSI & EISENSTEIN, P.A.

By: Neil Eisenstein, Esq., V.P.

Incorporator

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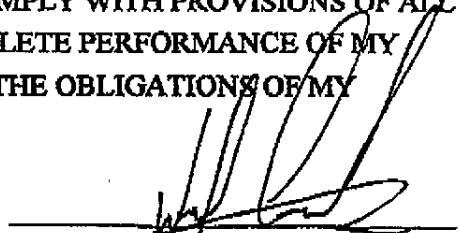
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT**

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida:

- 1. The name of the corporation is MEGAPOLIS FOOD, INC.
- 2. The name and address of the registered agent is KODSI & EISENSTEIN, P.A. 701 W. Cypress Creek Rd., Suite 302, Fort Lauderdale, Florida 33309.

HAVING BEEN NAMED REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



KODSI & EISENSTEIN, P.A.
BY: Neil Eisenstein, Esq., V.P.
REGISTERED AGENT
December 12, 1997