

Zimmerman
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& Miceli, P.A.

ATTORNEYS AT LAW

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January 19, 1998

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: VIBES MEAT AND PRODUCE, INC.

Dear Sirs:

I enclose herewith an original and one copy of the Articles of Incorporation of the above referenced corporation, together with a resident agent's certificate.

I also enclose my check in the sum of \$70.00 to cover the following incorporation fees:

Filing Fee	\$ 35.00
Certificate of Resident Agent	<u>35.00</u>
	\$ 70.00

Please return a copy of the Articles after filing.

Thank you for your cooperation in this matter.

Very truly yours,

Lawrence G. Miceli
Lawrence G. Miceli

LGM/skm

Enc.

500002410355-3
-01/23/98-01076-005
*****70.00 *****70.00

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98 JAN 23 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

98 JAN 23 AM 10:15

ARTICLE I

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATE NAME

The name of the Corporation shall be:

VIBES MEAT & PRODUCE, INC.

and the principal office of the Corporation shall be:

3702 E. OAKLAND PARK BLVD.
FT. LAUDERDALE, FL 33311

ARTICLE II

NATURE OF CORPORATE BUSINESS

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

ARTICLE III

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
100	\$1.00	Common

ARTICLE IV

PREEMPTIVE RIGHTS

Each Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as to that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

INITIAL REGISTERED AGENT

AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: LEXLEY EARLE
INITIAL REGISTERED OFFICE: 11669 NW 3rd Drive
Coral Springs, FL 33071

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have One (1) Director(s) initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the Director(s) of this Corporation is (are):

<u>NAME</u>	<u>ADDRESS</u>
LEXLEY EARLE	11669 NW 3rd Drive Coral Springs, FL 33071

ARTICLE VII

INCORPORATOR

The name and address of each incorporator executing these Articles of incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
LEXLEY EARL	11669 NW 3rd Drive Coral Springs, FL 33071

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the Corporation shall begin on the date that these Articles were signed by the Incorporator, provided that these Articles are accepted for filing by the Secretary of State within 5 days thereafter, as provided for by Fla. Stat. Section 607.0203, or if not filed within said time, then as of the date of filing, whichever is earlier. The Corporation shall exist perpetually.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director to the fullest extent permitted by law.

ARTICLE XI

AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 16 day of January, 1998.



LEXLEY EARLE
Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared LEXLEY EARLE, known to me or who did produce Ma D.H. as identification, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and

affixed my official seal this 16 day of January, 1998.


NOTARY PUBLIC



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 Fla. Stat. sec. 48.091, the following is submitted:

VIBES MEAT & PRODUCE, INC., desiring to organize under the laws of the State of Florida, with its principle office, as indicated in the Articles of Incorporation in the city of Ft. Lauderdale, County of Broward, State of Florida, has named LEXLEY EARLE, located at 1169 NW 3rd Drive, Coral Springs, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGED:

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

BY:


LEXLEY EARLE
Resident Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN 23 AM 10:16

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