

P98000010742

S

11:24 AM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H98000002164 5)))

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: FOOD ACTION, INC.

AUDIT NUMBER.....H98000002164

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM

Connect: 00:14:49

FILED

98 FEB -3 PM 1:43

SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. McKnight FEB 03 1998

498000002164

ARTICLES OF INCORPORATION

BY THESE ARTICLES OF INCORPORATION, the incorporator forms a corporation for profit under Florida law.

1. NAME. The name of this corporation is: FOOD ACTION, INC., and its principal office is located at 448 Española Way, Miami Beach, Florida 33139.

2. TERM. The corporation shall exist perpetually.

3. PURPOSE. The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

4. CAPITAL STOCK. This corporation is authorized to issue 1,000 shares of common stock of par value of \$1.00 per share.

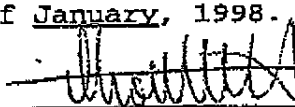
5. REGISTERED AGENT. The initial registered agent for this corporation is LUIS E. BARRETO, Esq., 100 S. Biscayne Boulevard, Suite 1101, Miami, Florida 33131.

6. DIRECTORS. This corporation shall have Two (2) directors initially. The number shall be fixed by the bylaws and may be changed from time to time.

7. INITIAL DIRECTORS AND OFFICERS. The name and address of each member of the first board of directors is: MARCELO E. CULOTTA, Chairman and President, 448 Española Way, Miami Beach, Florida 33139; and RODOLFO STEIMBRECHER K., Director and Vice President, 448 Española Way, Miami Beach, Florida 33708. They shall hold office until the first annual meeting of shareholders.

8. INCORPORATOR. The name and street address of the incorporator is MARCELO E. CULOTTA, 448 Española Way, Miami Beach, Florida 33139.


DATED on this 30 day of January, 1998.


MARCELO E. CULOTTA

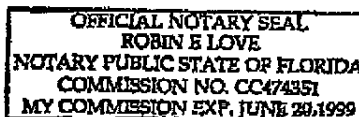
STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me on this 30 day of January, 1998, by MARCELO E. CULOTTA, who is personally known to me or who produced Florida Driver License Numbers C430-545-62-449-0

My Commission Expires:


Notary Public, State of Florida at Large
NAME OF NOTARY: Robin E. Love
COMMISSION NO.: CC 474351

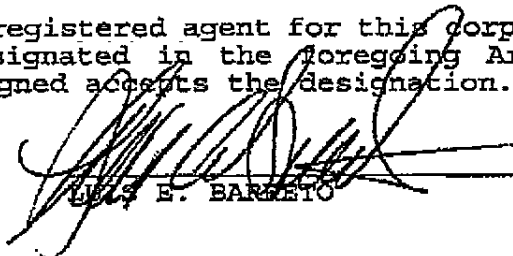
This Instrument Prepared By:
LUIS E. BARRETO, ESQ.
Florida Bar No. 0946478
100 South Biscayne Blvd.
Suite 1101
Miami, Florida 33131
Tel: (305) 358-4744



498000002164

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.


LUIS E. BARRETO

FILED

98 FEB -3 PM 1:43

SECRETARY OF STATE
TALLAHASSEE FLORIDA

498000002164