

LAW OFFICES  
CHARLES COURSHON & ASSOCIATES, P.A.  
CITY NATIONAL BANK BUILDING  
SUITE 527  
300 71ST STREET  
MIAMI BEACH, FLORIDA 33140

TELEPHONE (305) 867-0300  
FAX (305) 867-0490

February 4, 1998

Secretary of State  
Division of Corporation  
George Firestone Building  
409 E. Gaines Street  
Tallahassee, Florida 32399

Attention: New Filing Section

RE: AMRIKA REALTY CORPORATION  
GATEWAY MARINE TERMINAL, INC.  
FOOD CORPORATION OF AMERICA  
TRANS MEDIA CORPORATION

500002423905--0  
-02/06/98--01096--001  
\*\*\*\*367.50 \*\*\*\*122.50

Dear Sir :

Enclosed for filing are two executed copies of Articles of Incorporations for the above- reference proposed Florida corporations, together with two checks in the amount of \$367.50 and the other check in the amount \$ 122.50 to cover the filing fee, Registered Agent's fee, copy of Articles of Incorporations fee and Certificate Under Seal.

We respectfully request that these corporations be filed for record immediately upon your receipt.

Please return one certified copy of each of the Articles of Incorporation to this office in the enclosed return envelope.

Thank you for your attention to this matter.

Very truly yours,

CHARLES J. COUI  
CJC/je  
ENCLOSURES

FILED  
98 FEB - 6 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2-9-98

**ARTICLES OF INCORPORATION  
OF  
FOOD CORPORATION OF AMERICA**

The undersigned, for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations for profit, file these Articles of Incorporation

98 FEB - 6 PM 1:02  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of the corporation shall be: FOOD CORPORATION OF AMERICA

**ARTICLE II**

The principal place of business and mailing address of this corporation shall be:

3301 N.W. South River Drive  
Miami, Florida 33142

**ARTICLE III  
SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common stock at One Dollar (\$1.00) part value, unless duly changed in accordance with the laws of the State of Florida. It is the intention of this corporation that the stock issued qualify as "Section 1244 Stock, " as such term is defined in the Internal Revenue Code and Regulations issued thereunder.

**ARTICLE IV  
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is :

Jeffrey Exposito  
City National Bank Building  
300-71<sup>st</sup> Street  
Suite 527  
Miami, Florida 33141

**ARTICLE V  
PURPOSE**

ARTICLE V  
PURPOSE

The general nature of the business of businesses to be transacted is to engage in any activities or business permitted under the Laws of the United States and the State of Florida.

ARTICLE VI

This corporation shall exist perpetually.

ARTICLE VII

The name and street address of the Incorporator to these Articles of Incorporation is:


Jeffrey Exposito  
City National Bank Building  
300- 71<sup>st</sup> Street  
Suite 527  
Miami Beach, Florida 33141

IN WITNESS WHEREOF, I the undersigned, being the subscribing Incorporator, have hereunto set my hand and seal for the purpose of forming this corporation under the Laws of the State of Florida, this 5th day of Feb 1998


  
JEFFREY EXPOSITO

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 5th day of Feb, 1998 by as subscriber and Incorporator, who is personally known to me or who has produced his \_\_\_\_\_ as identification, and who did take an oath.

 Janet M Exposito  
My Commission CC702403  
Expires December 15, 2001

NOTARY PUBLIC  
STATE OF FLORIDA

Sign:   
Print: Janet M. Exposito

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/ registered Agent, in the State of Florida.

1. The name of the corporation is: FOOD CORPORATION OF AMERICA
2. The name and address of the Registered Agent and office is:

JEFFREY EXPOSITO  
(NAME)

Suite 527 , 300 71<sup>st</sup> Street  
(P.O BOX NOT ACCETABLE)

Miami Beach, Florida , 33141  
(CITY /STATE /ZIP)

FILED  
98 FEB - 6 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND 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 AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE 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.

  
\_\_\_\_\_  
SIGNATURE  
JEFFREY EXPOSITO

February 4<sup>th</sup>, 1998  
DATE: