

CAPITAL CONNECTION, INC.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 FEB 16 PM 1:07

P98000015100

Onefood Distributors, Inc.

EFFECTIVE DATE
02-13-1998

RECEIVED

98 FEB 16 PM 12:49

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File 500002431345--9
-02/16/98--01031--029
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- 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 _____
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Signature _____

Requested by: DN 2-16-98 12:39

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

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02-16-98

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**ARTICLES OF INCORPORATION
OF
MIAFOOD DISTRIBUTORS, INC.**

The undersigned, in order to form a corporation for the purposes herein stated, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is **MIAFOOD DISTRIBUTORS, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence. The corporate existence commences as of **February 13, 1998.**

ARTICLE III - PURPOSE

EFFECTIVE DATE

02-13-98

This corporation is organized for the following purposes:

- a) To engage in buying, selling, transferring, assigning, discounting, loaning or borrowing money upon and pledging as collateral, and otherwise dealing as principal agent or broker.
- b) To purchase, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange and generally deal in real estate and personal property of every kind, nature and description wheresoever located, both tangible and intangible and including chooses in action, either as owner, broker, agent or factor.
- c) The purchase or acquire property, business rights or franchise, for additional working capital, or for any other objective in or about its business affairs and without limit as to amount to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidence of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.
- d) To engage in any or all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purpose of transacting any or all lawful business.

ARTICLE IV - POWER

This corporation shall have all of the corporate powers enumerated in the Florida General Corporations Act.

ARTICLE V - CAPITAL STOCK

The number of Common Shares of Stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares with a par value of One Dollar (\$1.00) each.

ARTICLE VI - PRINCIPAL OFFICE

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

620 West 77 Street
Hialeah, FL 33014

ARTICLE VII - INCORPORATORS

The name and address of the persons signing these Articles of Incorporation are:

Fernando Rodriguez	620 West 77 Street Hialeah, FL 33014
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Humberto Gamez	620 West 77 Street Hialeah, FL 33014
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ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased, from time to time, in accordance with its By-Laws. The names and addresses of the initial directors of this corporation, until the first annual meeting of shareholders or until their successor(s) are elected and shall qualify are:

Fernando Rodriguez	620 West 77 Street Hialeah, FL 33014
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Humberto Gamez	620 West 77 Street Hialeah, FL 33014
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ARTICLE IX - REGISTERED OFFICE AND REGISTERED AGENT

The initial Registered Office of this corporation shall be 620 West 77 Street, Hialeah, Florida 33014, and the name of the initial Registered Agent is FERNANDO RODRIGUEZ.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, against all or any portion of any expenses reasonably incurred by him/her in connection with, or arising out of any action, suit or proceeding in which he/she may be involved, by reason of his/her being or having been an officer or director of the corporation, to the full extent permitted by law.

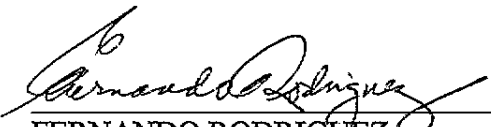
ARTICLE XI - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and such amendment to these Articles of Incorporation may be proposed by a Director and presented, as provided in the By-Laws, to a quorum of the Board of Directors for their vote. Any amendment must be adopted by a majority or quorum vote of the members of the Board of Directors of the Corporation.

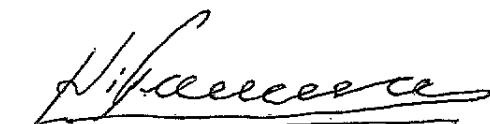
ARTICLE XII - GENERAL PROVISIONS

- a) The private property of the stockholder shall not be subject to the payment of any corporate debt(s) to any extent whatsoever.
- b) The corporation shall have a first lien upon the shares or dividends due any stockholder for any indebtedness by said stockholder to the Corporation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation, this 13th day of February, 1998.



FERNANDO RODRIGUEZ
620 West 77 Street
Hialeah, FL 33014

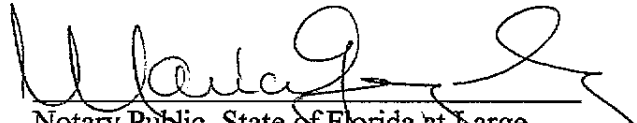


HUMBERTO GAMEZ
620 West 77 Street
Hialeah, FL 33014

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared FERNANDO RODRIGUEZ and HUMBERTO GAMEZ, known to me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledge before me that they executed these Articles of Incorporation.

DATED this 13th day of February, 1998.


Notary Public, State of Florida at Large
Print Name: MARIA GONZALEZ

Personally known to me.
 Produced _____ as Identification.



My Commission expires:

MARIA GONZALEZ
My Commission no **505077**
Expires Oct. 26, 1999

My Commission no **505077**
Expires Oct. 26, 1999
MARIA GONZALEZ



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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DESIGNATION OF RESIDENT AGENT

Certificate Designating Place of Business or Domicile for the Service of Process
Within this State, Naming Agent Upon Whom Process May be Served


(Attached to and made a part of the Articles of Incorporation of **MIAFOOD DISTRIBUTORS INC.**)

Pursuant to Chapters 48-901 and 607.0501, Florida Statutes, the following is submitted in compliance with said Acts and made a part of these Articles of Incorporation of said corporation to which this document is attached.

THAT, MIAFOOD DISTRIBUTORS, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation in the City of Hialeah, County of Dade, State of Florida, has named **FERNANDO RODRIGUEZ**, as its Registered Agent to accept service of process within this State.

ACCEPTANCE

I agree to accept appointment as Registered Agent of **MIAFOOD DISTRIBUTORS, INC.**, and am familiar with and accepted the obligations of that position.


FERNANDO RODRIGUEZ
Dated: February 13, 1998