

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: FIRST FOOD USA, INC.
AUDIT NUMBER.....H98000003733
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TALLAHASSEE, FLORIDA

F. CHESSEY FEB 25 1998

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ARTICLES OF INCORPORATION

OF

FIRST FOOD USA, INC.

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TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be: FIRST Food USA, INC.

The principal place of business of this corporation shall be: 80 SW 8th Street #2000
MIAMI, FL 33130

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any of all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 500 @ .1 dollar par value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

H98000003733

JOSE NAE
3899 NW 7TH ST. SUITE 203
MIAMI, FL 33126
(305) 541-3980

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ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and directors(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Javier Diaz Gabarain President
80 SW 8th St #2000
MIAMI, FL 33130

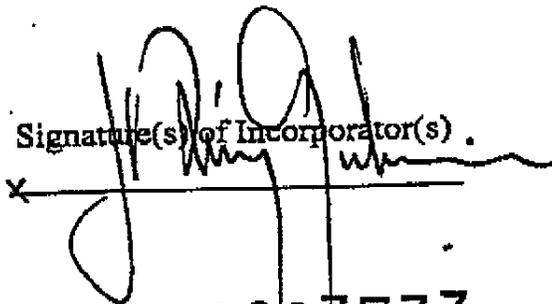
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Javier Diaz Gabarain
80 SW 8th St #2000
MIAMI, FL 33130

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 24 day of February, 1998

Signature(s) of Incorporator(s)

X 

JOSE NAE
3899 NW 7TH ST. SUITE 203
MIAMI, FL 33126
(305) 541-3980

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CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325 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: FIRST FOOD USA, INC.

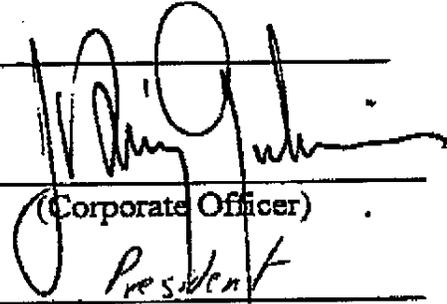
2. The name and address of the registered agent and office is:

Gilberto DI Pierrro

80 SW 8th St #2000
(P.O. BOX NOT ACCEPTABLE)

MIAMI, FL 33130
(CITY/STATE/ZIP)

SIGNATURE *


(Corporate Officer)

TITLE

President

DATE

2-24-98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE *


(Registered Agent)

JOSE NAE
3899 NW 7TH ST. SUITE 203
MIAMI, FL 33126
(305) 541-3980

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