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3/02/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES. INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: TOTAL FOOD SERVICE. INC.
AUDIT NUMBER.....H98000004110
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0
CERT. COPIES.....1
PAGES..... 1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H98-4110

ARTICLES OF INCORPORATION

FILED

Article 1: Name of Corporation TOTAL FOOD SERVICE, INC.
Address of Corporation 1365 NORTHWEST 22nd STREET
MIAMI, FLORIDA 33142 98 MAR -2 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100, with a par value of \$1.00. (PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: RAY CARPIO
and
REGISTERED OFFICE: 770 SOUTH PARK ROAD
HOLLYWOOD, FLORIDA 33021

I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.


Signature of Registered Agent

3/2/98

Date

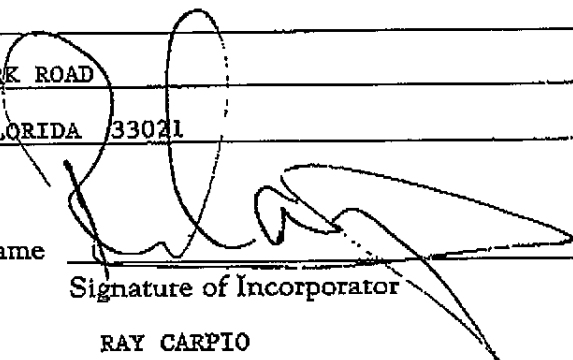
Article 4: The BOARD of DIRECTORS are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Vice-President. Then, Sec/Treasurer.

1. RAY CARPIO
770 SOUTH PARK ROAD
HOLLYWOOD, FLORIDA 33021

Article 5: The Name and Address of the INCORPORATOR is:

RAY CARPIO
770 SOUTH PARK ROAD
HOLLYWOOD, FLORIDA 33021

In witness whereof, I have subscribed my name


Signature of Incorporator

RAY CARPIO

Prepared by:
Ace Industries, Inc.
54 NW 11th Street
Miami, FL 33136
(305) 358-2571

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MAR-2-98 MON 14:26