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CHARLES M. GASPARI  
ATTORNEY AT LAW

3520 EMBASSY DRIVE  
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(561) 478-7390  
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March 31, 1998

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

300002476329--5  
-04/02/98--01021--004  
\*\*\*122.50 \*\*\*122.50

Re: Registration of Articles of Incorporation and Registered Agent for BIG CITY  
FOODS, Inc.

Dear Sir or Madam:

Enclosed herewith are two executed copies of the Articles of Incorporation for the  
above referenced corporation, together with a check payable to the Secretary of State in the  
amount of \$122.50 in payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	<u>35.00</u>
Total	<u>\$122.50</u>

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,



Charles M. Gaspari

Enclosures: Check  
Articles in duplicate

cc: Paula Goldberg

DMC  
4/3/98

FILED  
98 APR -2 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

**98 APR -2 PM 2:01**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

ARTICLES OF INCORPORATION  
OF  
BIG CITY FOODS, INC.

**I, the undersigned incorporator, hereby make, acknowledge and file these Articles of  
Incorporation for the purpose of forming a corporation under the laws of the State of Florida.**

ARTICLE I

NAME

**The name of this Corporation shall be:**

**BIG CITY FOODS, INC.**

ARTICLE II

ADDRESS

**The principal office and the mailing address of the corporation is:**

**2651 NW 55<sup>TH</sup> Court  
Suite 102  
Ft. Lauderdale, Florida 33309**

**ARTICLE III**

**AUTHORIZED SHARES**

**The Corporation shall be authorized to create and issue 100 shares of Common Stock, having a par value of \$0.01 per share.**

**ARTICLE IV**

**INITIAL REGISTERED OFFICE AND AGENT**

**The street address of the initial registered office of this Corporation in the State of Florida shall be:**

**3520 Embassy Drive  
West Palm Beach, Florida 33401**

**The name of the initial registered agent of this Corporation at that address shall be:**

**Charles M. Gaspari, Esq.**

**ARTICLE V**

**BOARD OF DIRECTORS**

**The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have two (2) directors initially. The number of directors of the corporation may be increased or decreased by the shareholders from time to time as provided in the Bylaws, but at no time shall there be less than one (1) director of the Corporation. All matters regarding the Directors shall be established and regulated by the Bylaws.**

ARTICLE VI

INCORPORATOR

The name and street address of the incorporator signing these Articles of

Incorporation are as follows:

Name

Street Address

Charles M. Gaspari

3520 Embassy Drive  
West Palm Beach, Florida 33401

ARTICLE VII

DIRECTORS

The name and address of the individuals who are to serve as the initial directors of this

Corporation are:

Name

Street Address

Paula Goldberg

12403 Rockledge Circle  
Boca Raton, Florida 33428

Charles M. Gaspari

3520 Embassy Drive  
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed  
these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes  
aforesaid, this 31<sup>st</sup> day of March, 1998.



Charles M. Gaspari, Incorporator

**FILED**

98 APR -2 PM 2:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, **BIG CITY FOODS, INC.** having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 3520 Embassy Drive, West Palm Beach, Florida 33401, has named Charles M. Gaspari located thereat as its registered agent to accept service of process within this State.

By: Charles M. Gaspari  
Charles M. Gaspari, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby consent to and accept the appointment to act in this capacity, acknowledge that I am familiar with and accept the obligations of a registered agent and agree to comply with the laws of Florida applicable thereto.

By: Charles M. Gaspari  
Charles M. Gaspari, Registered Agent