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TO: DIVISION OF CORPORATIONS

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FROM: FAS-T CORP. AGENTS, INC.  
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NAME: PRESTIGE FOODS, INC.

AUDIT NUMBER.....H98000007924

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION 98 APR 27 AM 7:49

OF  
PRESTIGE FOODS, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be PRESTIGE FOODS, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of supplying food products, food related equipment and any and all related business activities permitted under the laws of FLORIDA and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 par value shares of common capital stock.

This instrument prepared by:

Ivonne Rosa Blary,  
8500 W. Flagler St., A-105  
Miami, Florida 33144  
(305) 227-2700

Articles of Incorporation of PRESTIGE FOOD, INC.

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ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be Two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

CARMEN R. AZCUY  
6690 S.W. 12th St.  
Unit 2  
Miami, Florida 33144

Fifty-one Percent (51%)

ANA G. RODRIGUEZ  
6690 S.W. 12th St.  
Unit 2  
Miami, Florida 33144

Forty-nine Percent (49%)

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 6690 S.W. 12th St., Unit 2, Miami, Florida 33144.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: CARMEN R. AZCUY.

ARTICLE X. INCORPORATOR

The name and address of the individuals who shall serve as this corporation's incorporators are: CARMEN R. AZCUY, 6690 S.W. 12th St., Unit 2, Miami, Florida 33144, and ANA G. RODRIGUEZ, 6690 S.W. 12th St., Unit 2, Miami, Florida 33144.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
CARMEN R. AZCUY - Incorporator

  
ANA G. RODRIGUEZ - Incorporator

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I hereby accept my designation as resident agent and agree to serve as the resident agent of PRESTIGE FOODS, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for PRESTIGE FOODS, INC.

Carmen R. Azcuy  
CARMEN R. AZCUY - Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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State of FLORIDA

County of MIAMI-DADE

On April 24, 1998, CARMEN R. AZCUY, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation of PRESTIGE FOODS, INC.

Ivonne Rosa Blazy  
Notary Public

Ivonne Rosa Blazy  
(Notary Public - Printed Or Typed Name)



IVONNE ROSA BLAZY  
My Commission CD493944  
Expires Sep. 07, 1999

Commission Expiration Date & Commission Number:

Articles of Incorporation of PRESTIGE FOOD, INC.

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State OF FLORIDA  
County OF MIAMI-DADE

On April 24, 1998, ANA G. RODRIGUEZ, designated above as the individual who shall serve as an incorporator, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles OF Incorporation OF PRESTIGE FOODS, INC.

Monne Rosa Blary  
Notary Public  
Monne Rosa Blary  
(Notary Public - Printed/Or Typed Name)



MONNE ROSA BLARY  
My Commission CD493444  
Expires Sep. 07, 1999

Commission Expiration Date & Commission Number:

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TALLAHASSEE, FLORIDA

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