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NAME: CYNTEL, INC.

AUDIT NUMBER.....H98000012125

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

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FLORIDA DEPARTMENT OF STATE  
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Secretary of State

June 30, 1998

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**ARTICLES OF INCORPORATION**

**Cyntel Specialties, Inc.  
a Florida Corporation**

We, the undersigned incorporators of this corporation under Chapter 607, Florida Statutes, as amended, adopt the following Articles of Incorporation:

**ARTICLE I**

The name of this corporation is: Cyntel Specialties, Inc.

**ARTICLE II**

The general nature of the business to be conducted by this Corporation is:

To establish, manage and operate a food supply business, including the provision of services and food products, as well as the distribution, sale or consignment of food related items, both at retail and wholesale to the public and such management for the food service industry for related products and services.

**ARTICLE III**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 500 shares of common stock which have a par value of \$1.00. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration as they may deem appropriate. The consideration may include money or other property, which property shall be received at just valuation to be fixed by the Board of Directors of the Corporation. All of such stock when issued shall be fully paid for and exempt from assessment.

This Instrument Prepared By:

Sheldon Evans, P.A.  
6175 N.W. 153rd Street, Suite 215  
Miami Lakes, FL 33014  
(305) 557-6060  
FBNO. 168132

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No stockholder of this Corporation shall, because of his ownership of stock, have any preemptive or other right to purchase, subscribe for, or take any part (prorata or otherwise) of any securities (equity, debt or otherwise) or options, rights or warrants to purchase any such securities issued or sold by this Corporation, whether for cash or for property, and whether now or hereafter authorized.

#### ARTICLE IV

The Corporation shall have perpetual existence.

#### ARTICLE V

The principal office of this Corporation shall be 20761 N.E. 4<sup>th</sup> Court, North Miami Beach, FL 33179, or such other place as may be designated by the Board of Directors.

The initial Board of Directors shall consist of 1 member. The number of directors may be increased or decreased from time to time by vote of the stockholders, and as set forth in the By-Laws as to the method of Election of Directors, but in no case shall the number of directors be less than one.

#### ARTICLE VI

The name and addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Cynthia Rothman	20761 N.E. 4 <sup>th</sup> Court North Miami Beach, FL 33179

#### ARTICLE VII

The Registered Agent of the Corporation to accept service of process within the State of Florida is initially designated as Sheldon Evans, P.A. 6175 N.W. 153rd Street, Suite 215, Miami Lakes, Florida 33014, who by his signing of these Articles of Incorporation accepts this

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designation and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open the office for service of process. The registered office of the Corporation shall be at 6175 N.W. 153rd Street, Suite 215, Miami Lakes, Florida 33014.

ARTICLE VIII

The name of the members of the initial officers are:

<u>NAME</u>	<u>TITLE</u>
Cynthia Rothman	President/ Treasurer
Thelma Blau	Secretary

ARTICLE IX

In the absence of fraud, no contract or other transaction between this Corporation and any other person, corporation, firm, association or partnership shall be affected or invalidated by the fact that any director or officer of this Corporation is pecuniarily or otherwise interested therein. Any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation for the purposes of authorizing any such contract or transaction with alike force and effect as if he were not so interested or were not a director, member or officer of such other corporation, firm, association or partnership.

ARTICLE X

The names and addresses of the incorporators and subscribers are:

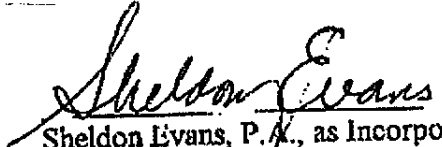
<u>Name</u>	<u>Address</u>
Sheldon Evans, P.A.	6175 N.W. 153rd Street Suite 215 Miami Lakes, FL 33014

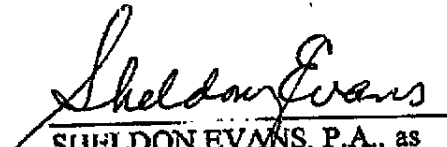
IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 30th day of June, 1998.

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TOTAL P.06

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Sheldon Evans, P.A., as Incorporator  
6175 N.W. 153<sup>rd</sup> Street  
Suite 215  
Miami Lakes, FL 33014

  
SHeldon EVANS, P.A., as  
Registered Agent/Acceptance Acknowledged  
accepting designation as set forth in Article  
VII above and accepting compliance with provisions  
of Fla Stat. Section 48.091

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