

6/30/98

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FLORIDA DIVISION OF CORPORATIONS  
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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694 FAX #: (305) 541-3770

NAME: TOPAZIO, INC.  
AUDIT NUMBER.....H98000012114  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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Topaz  
Gourmet, Inc.

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TALLAHASSEE, FLORIDA

7/8/98



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 30, 1998

EMPIRE

SUBJECT: TOPAZIO, INC.  
REF: W98000014990

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NAME CONFLICT IS TOPAZ A TRADEMARK DOC. #T93000000222. YOU MUST ALSO LIST THE REGISTERED AGENTS NAME AND ADDRESS IN THE ARTICLES.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan  
Document Specialist

FAX Aud. #: H98000012114  
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*Becky,  
Thank you.*

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ARTICLES OF INCORPORATION

I, THE UNDERSIGNED, SUBSCRIBER TO THESE ARTICLES FOR THE FORMATION OF A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA PURSUANT TO THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE I

CORPORATE NAME

THE NAME OF THIS CORPORATION SHALL BE TOPAZIO GOURMET, INC.

ARTICLE II

NATURE OF CORPORATE BUSINESS

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III

CAPITAL STOCK

THIS CORPORATION SHALL BE AUTHORIZED TO HAVE A MAXIMUM OF FIVE HUNDRED (500) SHARES OF STOCKS OUTSTANDING AT ANY GIVEN TIME. THE SHARES OF STOCK AUTHORIZED SHALL HAVE A PAR VALUE OF ONE DOLLAR (\$1.00).

ARTICLE IV

INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL BE ONE HUNDRED AND 00/00 (\$100.00) DOLLARS.

PREPARED BY:

CORDERO CPA P.A.  
ALFONSO CORDERO  
8025 NW 36 STREET STE. 302  
MIAMI, FLORIDA 33166  
(305) 599. 4111

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ARTICLE V

DURATION AND BEGINNING OF CORPORATE EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY. THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BEGIN AT THE TIME OF FILING OF THESE ARTICLES OF INCORPORATION BY THE STATE OF FLORIDA.

ARTICLE VI

PRINCIPAL OFFICE AND REGISTERED AGENT

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

3480 SW 146 AVENUE  
MIRAMAR, FLORIDA 33027

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE OF THIS CORPORATION TO ANY OTHER ADDRESS IN FLORIDA. THE REGISTERED AGENT OF THIS CORPORATION SHALL BE:

ALFONSO CORDERO  
8025 NW 36 STREET STE. 302  
MIAMI, FLORIDA 33166

ARTICLE VII

DIRECTORS

THIS CORPORATION SHALL HAVE THREE DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED, OR DIMINISHED, FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE STOCKHOLDERS.

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ARTICLE VIII

THE NAME AND TITLE OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS  
AND THE STATE OF CORPORATE OFFICERS IS AS FOLLOWS:

NAME	TITLE
MARCO MALVENTANO	PRESIDENT SECRETARY
FRANCESCO MALVENTANO-CACCIATTORE	TREASURER
LIZETTE M. OROZCO-URDANETA	DIRECTOR

ARTICLE IX

SUBSCRIBER

THE NAME AND ADDRESS OF THE SUBSCRIBER OF THESE ARTICLES OF  
INCORPORATION ARE AS FOLLOWS:

MARCO MALVENTANO  
3480 SW 146 AVENUE  
MIRAMAR, FLORIDA 33027

ARTICLE X

PREVENTIVE RIGHTS

SHOULD ANY STOCKHOLDER WISH TO DISPOSE OF HIS STOCK IT SHALL FIRST BE  
OFFERED TO THE REMAINING STOCKHOLDERS, AT A PRICE NO GREATER THAN A  
BONA-FIDE OFFER BY ANY THIRD PERSON, AND SAID SHALL BE AVAILABLE FOR  
A PERIOD OF NINETY (90) DAYS TO SUCH REMAINING STOCKHOLDERS. IN THE  
EVENT THAT ANY OF SAID STOCK IS NOT PURCHASED BY ANY OF THE  
REMAINING STOCKHOLDERS WITHIN NINETY (90) DAYS OF THE OFFER, SAID  
STOCK MAY THEN BE SOLD BY THE STOCKHOLDER TO A THIRD PERSON  
APPROVED BY THE OTHER SHAREHOLDERS.

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## ARTICLE XI

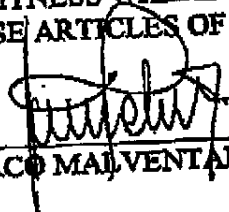
## AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON.

## ARTICLE XII

THE STOCK OF THIS CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE, SO THAT THE STOCKHOLDERS OF THE CORPORATION MAY RECEIVE THE BENEFITS PROVIDED THEREUNDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THE 30 DAY OF JUNE, 1998.

  
MARCO MALVENTANO

## ACKNOWLEDGMENT

HAVING BEEN NAMED ABOVE AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE SLATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THE CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

  
ALFONSO CORDERO

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