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FILED
02 JUN 13 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032 7229347

REFERENCE : 621813 7229347

AUTHORIZATION : Patricia Pijut

COST LIMIT : \$ 43.75

Amended &
Restated

ORDER DATE : June 13, 2002

ORDER TIME : 10:27 AM

ORDER NO. : 621813-005

CUSTOMER NO: 7229347

CUSTOMER: Ms. Anna Krimshtein
Kilpatrick Stockton LLP
Suite 2000
200 South Biscayne Boulevard
Miami, FL 33131

RECEIVED
02 JUN 13 AM 11:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: LATINFOOD NETWORK CORPORATION

EFFECTIVE DATE: 4000005765504--1

XX__ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX__ CERTIFIED COPY

CONTACT PERSON: Ginger Simmons -- EXT# 1139

EXAMINER'S INITIALS:

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LATINFOOD NETWORK CORPORATION**

**FILED
JUN 13 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**(Original Articles of Incorporation
filed with the Secretary of State of
the State of Florida on September 17, 1998,
subsequently amended on June 2, 2000)**

Pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), the Articles of Incorporation of the undersigned corporation are hereby amended and restated in their entirety as follows:

ARTICLE I - NAME

The name of the corporation (the "Corporation") is **LATINFOOD NETWORK CORPORATION.**

ARTICLE II - ADDRESS

The address of the principal office of this Corporation is Suite 1700, 1200 Brickell Avenue, Miami, FL 33131, and the mailing address of this Corporation is 1400 NW 79th Avenue, Miami, FL 33126.

ARTICLE III - PURPOSE

The general purpose for which the corporation is organized is to transact any or all lawful business permitted under the FBCA and the laws of Florida and the United States of America.

ARTICLE IV - REGISTERED OFFICE

The address of the registered office is Roberto A. Weill, Jr. is 1400 NW 79th Avenue, Miami, FL 33126.

ARTICLE V - CAPITAL STOCK

The total number of shares of stock the Corporation shall have authority to issue is (i) 10,000,000 shares of Common Stock, \$0.01 par value per share ("Common Stock"), (ii) 1,000,000 shares of Class A Preferred Stock, \$0.01 par value per share ("Class A Preferred Stock") and 5,000,000 shares of Preferred Stock, \$0.01 par value per share ("Preferred Stock").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions in respect of each class of capital stock of the Corporation.

A. Common Stock

1. **General.** The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of (i) the Class A Preferred Stock, and (ii) the Preferred Stock of any series as may be designated by the Board of Directors upon any issuance of the Preferred Stock of any series.
2. **Voting.** The holders of Common Stock are entitled to one vote for each share held at all meetings of shareholders (and written actions in lieu of meetings). There shall be no cumulative voting.
3. **Dividends.** Dividends shall be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors and subject to any preferential dividend rights of any then outstanding Preferred Stock.
4. **Liquidation.** Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, all of the assets of the Corporation available for distribution to its shareholders shall be distributed ratably among the holders of the Class A Preferred Stock and Preferred Stock, if any, and Common Stock, subject to any preferential rights of any then outstanding Class A Preferred Stock and Preferred Stock.

B. Class A Preferred Stock

1. **Voting Rights.** Each holder of Class A Preferred Stock will be entitled to vote with the holders of the Common Stock, as a single class, on all matters on which the holders of Common Stock are entitled to vote. When voting with the holders of Common Stock as a single class, each holder of shares of Class A Preferred Stock will be entitled to the number of votes as will equal the aggregate number of whole shares of Common Stock issuable upon the conversion of the Class A Preferred Stock ("Conversion Shares") held by such holder. In addition, the holders of Class A Preferred Stock, as a separate class, shall be entitled to appoint one director to the Board of Directors of the Company.

2. Conversion Rights. Each share of Class A Preferred Stock is convertible at any time into Common Stock at the election of the holder. Such conversion can be effected by giving notice of conversion to the Company and surrendering the related stock certificates. In addition, each share of Class A Preferred Stock will automatically be converted into the right to receive Common Stock at the closing of a public offering by the Company in which the gross proceeds to the Company are at least \$15 million (a "Qualified Public Offering"). No additional consideration needs to be paid for the conversion of shares into Common Stock.
3. Anti-Dilution Provisions. The Class A Preferred Stock has the benefit of proportional anti-dilution protection for stock splits, stock dividends, reverse splits and like transactions. When the Company issues additional shares of Common Stock or any class of Preferred Stock in equity financing(s) following the current private placement in which the gross proceeds from such equity financing round or rounds to the Company reach \$4,000,000 (the "Additional Financings"), the holders of Class of Class A Preferred Stock shall be issued such additional number of shares of Class A Preferred Shares at no cost to keep their holdings at the same percentage as each holder of Class A Preferred Stock had prior to the Additional Financings. Once equity financing following this offering exceeds gross proceeds of \$4,000,000, the anti-dilution assertion shall cease.
4. Liquidation Rights. Subject to the prior rights of the Company's creditors and the holders of senior securities, the holders of the Class A Preferred Stock are entitled to receive, upon any voluntary or involuntary liquidation, dissolution or winding-up of the Company, \$28.60 per share ("Liquidation Preference"). The Liquidation Preference may be paid in securities, property, cash, or any combination thereof. If, in any such case, the assets of the Company are insufficient to make such payment in full, then the available assets will be distributed among the holders of the Class A Preferred Stock and any other series of Preferred Stock which is in parity with the Series A Preferred Stock, ratably in proportion to the full amount to which each holder would be entitled. Following the Liquidation Preference payment, holders of the Class A Preferred Stock will participate in distributions *pari passu* with the holders of Common Stock and Preferred Stock, if any.
5. Protective Provisions. The consent of the holders of Class A Preferred Stock representing 67% of the Common Stock into which such shares are convertible, voting together as a single group, shall be required (a) for any action that: (i) amends any provisions of the Articles of Incorporation or Bylaws that would adversely change the rights, preferences, privileges or powers of, or the restrictions provided for the benefit of the Class A Preferred Stock; (ii) authorizes or issues any class or Class of capital stock or any securities convertible into or exchangeable therefor, in any such case ranking senior to or *pari passu* with the Class A Preferred Stock as to rights up on liquidation, winding up or dissolution of the Company or voting rights; (iii) reclassifies the shares of Common Stock or any other shares of stock junior to the Class A Preferred Stock into shares of any

class or Class of capital stock ranking senior to or pari passu with the Class A Preferred Stock as to dividend rights, rights on liquidation, winding-up or dissolution of the Company or as to voting rights; (iv) authorizes or issues any convertible bonds, debentures, notes or other obligations that are convertible or exchangeable for shares of stock having any preference or priority as to dividend rights, rights on liquidation, winding up or dissolution of the Company which is superior or pari passu to any such preference or priority of the Class A Preferred Stock; or (v) declares or pays dividends on the Common Stock (other than dividends payable solely in shares of Common Stock), or redeems, purchases or acquires Common Stock (except from employees, directors or consultants upon termination of employment pursuant to restrictive stock agreements with such persons); and (b) for any transaction pursuant to which the Company sells, leases, encumbers or otherwise disposes of all or substantially all of its property or business, or merges or consolidates with a corporation in which more than fifty percent (50%) of the voting power of the Company is disposed of. The consent or votes required above shall be in addition to any approval of holders of the Company's securities which may be required by law or pursuant to any provision of the Company's Certificate of Incorporation or By-Laws, which approval shall be obtained by a vote by the holders of the Company's securities.

C. Preferred Stock

Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed in this Section C of Article V and/or in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Any shares of Preferred Stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided.

Authority is hereby granted to the Board of Directors from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issuance of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences, powers and relative participating, optional or other special rights and qualifications, limitations, or restrictions thereof including, without limitation dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such votes, all to the full extent now or hereafter permitted by the FBCA. Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to the Preferred Stock of any other series to the extent permitted by law. Except as provided in this Article 4, no vote of the holders of the Preferred Stock or Common Stock shall be a prerequisite to the issuance of any shares of any series of Preferred Stock authorized by and complying with the conditions of the Articles of Incorporation, the right to enjoy such vote being expressly waived by all present and future holders of the capital stock of the Corporation. The resolutions providing for issuance of

any series of Preferred Stock may provide that such resolutions may be amended by subsequent resolutions adopted in the same manner as the preceding resolutions. Such resolutions shall be effective upon adoption, without the necessity of any filing, with the Secretary of State of the State of Florida or otherwise.

ARTICLE VI - BOARD OF DIRECTORS

The number of Directors constituting the Board of Directors of this Corporation shall be eight (8) and the name of each person who is presently serving as a member thereof is:

John Carey
Ray Goldberg
Meyer Minski
Michael Skol
Carlos de Cespedes
Isela Weill
Roberto A. Weill Jr.
Rolando A. Weill

ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the FBCA, or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Article of Incorporation on June 12, 2002.

LATINFOOD NETWORK CORPORATION

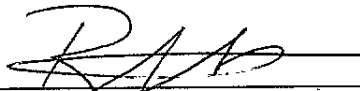
By: 

Title: Founder - Chairman

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 12 day of June, 2002



Roberto A. Weill, Jr.

FILED
02 JUN 13 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE
RE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LATINFOOD NETWORK CORPORATION**

LATINFOOD NETWORK CORPORATION, a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "Act") for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation is LATINFOOD NETWORK CORPORATION
2. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") contain certain amendments to the Corporation's Articles of Incorporation, including provisions for (i) the authorization of the issuance of 1,000,000 shares of Class A Preferred Stock and 5,000,000 shares of Preferred Stock, and (ii) decrease of the par value of the Common Stock from \$1.00 par value to \$.01 par value.
3. The Restated Articles contain certain amendments to the Corporation's Articles of Incorporation which require shareholder approval, and the Restated Articles were unanimously adopted, approved and recommended for shareholder approval by the Corporation's Board of Directors, and approved by the shareholders of the Corporation, by the joint written consent of the shareholders and the members of the Board of Directors of the Corporation dated June 12, 2002, the number of votes cast being sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of June 12, 2002.

**LATINFOOD NETWORK
CORPORATION.**

By: _____

Name: _____

Title: _____

Robert A. Weill

Founder - Chairman