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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS  
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FROM: RICARDO MARTINEZ-CID, P.A.  
076640001666

ACCT#:

CONTACT: RICARDO MARTINEZ-CID  
PHONE: (305)859-7494

FAX #:

(305)858-2513

NAME: QUINTANA & VIDAL CORPORATION

AUDIT NUMBER.....H98000019435

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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TALLAHASSEE, FLORIDA

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10-14-98

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FLORIDA BAR NO. 157029 / AUDIT NUMBER: 498000019435

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF  
QUINTANA & VIDAL CORPORATION

Article I - Name

The name of this corporation is QUINTANA & VIDAL CORPORATION.

Article II - Purpose

This corporation is organized to deal in the Florida wholesale foodstuffs market and to establish quality retail outlets, and for all other lawful businesses.

Article III- Capital Stock

This corporation is authorized to issue Sixty Thousand (60,000) shares of One and No/100 (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Principal, Registered Office and Agent

The principal address of the office of this corporation is 310 E. 38 Street, Hialeah, Florida 33013. The name of the initial Registered Agent of this corporation is ARTURO QUINTANA, of 310 E. 38 Street, Hialeah, Florida 33013.

Article VI - Initial Board of Directors and Officers

This corporation shall have three (3) directors initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The initial director of this corporation are Arturo Quintana, of 310 E. 38 Street, Hialeah, Florida 33013, who will also serve as President

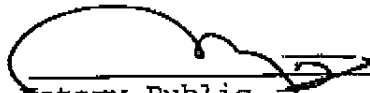
Prepared by: Ricardo Martinez-Cid  
1699 Coral Way, Suite 510, Miami, Florida 33145  
Telephone (305) 859-7494/ Facsimile (305) 858-2513  
FLORIDA BAR NO. 157029 / AUDIT NUMBER: 498000019435



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acknowledged before me that he executed the same, and he did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Miami-Dade County, Florida, this October 20, 1998.

  
\_\_\_\_\_  
Notary Public

(NOTARY PUBLIC)



CERTIFICATE DESIGNATING THE ADDRESS AND  
AN AGENT UPON WHOM PROCESS MAY BE SERVED

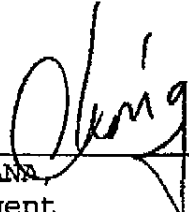
WITNESS TO:

That QUINTANA & VIDAL CORPORATION, desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, Miami-Dade County, has named of ARTURO QUINTANA, of 310 E. 38 Street, Hialeah, Florida 33013, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of  
QUINTANA & VIDAL CORPORATION

to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this October 20, 1998.



ARTURO QUINTANA  
Registered Agent

Prepared by: Ricardo Martinez-Cid  
1699 Coral Way, Suite 510, Miami, Florida 33145  
Telephone (305) 859-7494/ Facsimile (305) 858-2513  
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