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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: R S M FROZEN FOODS, INC.

AUDIT NUMBER.....H98000021882

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

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION

OF

R S M FROZEN FOODS, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: R S M FROZEN FOODS, INC.

The principal place of business of this corporation shall be:  
3441 East 8 Ave., Hialeah FL 33013

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ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any of all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is 500 @ \$1.00 authorized to have outstanding at any one time is: FIVE HUNDRED @ \$1.00 (ONE DOLLAR)

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

JOSE NAE  
3899 NW 7TH ST, SUITE 203  
MIAMI, FL 33126  
(305) 541-3980

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ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and directors(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

MANUEL VASQUEZ TORRADO, PRESIDENT  
3441 East 8th Ave.,  
Hialeah FL 33013

RAMON L. BLANCO, VICE-PRESIDENT  
3441 East 8th Ave.,  
Hialeah FL 33013

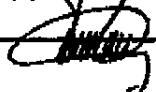
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

MANUEL VASQUEZ TORRADO  
3441 East 8th Ave.,  
Hialeah FL 33013  
RAMON L. BLANCO  
3441 East 8th Ave.,  
Hialeah FL 33013

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 23 day of November, 19 98

Signature(s) of Incorporator(s)

X 

JOSE NAE  
3899 NW 7TH ST. SUITE 205  
MIAMI, FL 35126  
(305) 541-3980

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CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: R S M FROZEN FOODS, INC.

2. The name and address of the registered agent and office is:

MANUEL VASQUEZ TORRADO

3441 East 8th Avenue

(P.O. BOX NOT ACCEPTABLE)

Miami FL 33013

(CITY/STATE/ZIP)

SIGNATURE 

(Corporate Officer)

TITLE President

DATE November 23, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE 

(Registered Agent)

JOSE NAE  
3899 NW 7TH ST. SUITE 203  
MIAMI, FL 33126  
(305) 541-3980

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