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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-02/04/99-01069-010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: ROVAL FOODS, INC.

Enclosed are an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

\$70.00	\$78.75	X \$78.75	\$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy, & Certificate

FROM: Mario R. Arango, Esquire  
7987 SW 105 Place  
Miami, Florida 33173  
(305) 271-2371

FILED  
99 FEB -4 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

ROVAL FOODS, INCORPORATED

ARTICLE I. CORPORATE NAME

The name of this corporation is ROVAL FOODS, INC.

ARTICLE II. PERIOD OF DURATION

This corporation will exist indefinitely until actively dissolved by the owners or the state.

ARTICLE III. PURPOSE

The purpose of the corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are 400 SW 107th Avenue, Suite 307 Miami, Florida 33174.

ARTICLE V. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 1,000, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI. PAR VALUE

Each share of common stock shall carry a par value of \$1.00.

ARTICLE VII. RIGHT OF FIRST REFUSAL

The corporation reserves a right of first refusal, permitting it to buy back shares from shareholders at the market value existing at the time shareholder wishes to sell his stock.

ARTICLE VIII. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are Mario R. Arango, Esquire, 7987 S.W. 105 Place, Miami, Florida 33173.

#### ARTICLE IX. INCORPORATORS

The name(s) and street address(es) of the incorporator(s) of these articles of incorporation are

Name	Address
Valter Gozzellino	13157 S.W. 15th Ln., Miami, Florida 33184

#### ARTICLE X. BOARD OF DIRECTORS

The initial Board of Directors will be decided at the organizational meeting and be listed in the minutes thereto.

#### ARTICLE XI. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

#### ARTICLE XII. INDEMNIFICATION

The corporation shall indemnify any officer or director or any former director, to the full extent permitted by law.

#### ARTICLE XIII. INFORMAL ACTION OF DIRECTORS

If all Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the evidence of their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

#### ARTICLE XIV. AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these ARTICLES OF INCORPORATION, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE XV. DIRECTOR'S AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix compensation unless otherwise provided in Articles of Incorporation or Bylaws. FS 607.111.

#### ARTICLE XVI. PRE-EMTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) or any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this

corporation, in the ratio that the number of shares he holds at the time exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of notice in writing from the corporation, stating the price, terms and conditions of the issue of the shares, and written waiver submitted by the shareholders to the corporation within (30) days of receipt of notice from the corporation.

#### ARTICLE XVII. DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between the corporation and one or more of its directors, or between another entity, in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose.

1. If the fact of such common directorship, officership, or financial interest is disclosed or known to the Board or Committee, and the Board or Committee approves such contract or transaction by vote sufficient for such purpose without counting the vote of such interested director or directors;

2. If such common directorship, officership. Or financial interest is disclosed or known to the shareholders entitled to vote therein, and such contract or transaction is approved by vote of the shareholders; or

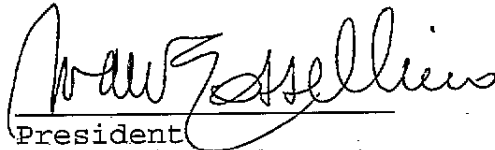
3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a Committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee which approves such contract or transaction.

#### ARTICLE XVIII. MEETING BY TELEPHONE CONFERENCE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone, but regular meetings of the Board of Directors must be attended in fact; in person, by each director.

The undersigned have executed these articles of incorporation on 2 February 1999.

  
\_\_\_\_\_  
President  
Incorporator

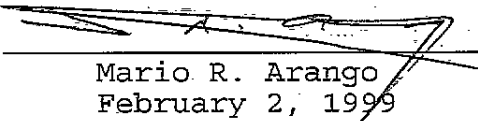
**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, 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: ROVAL FOODS, INC.
2. The name and address of the registered agent and office is:

Mario R. Arango, Esquire  
7987 SW 105 Place  
Miami, Florida 33173

Having been named as registered agent and 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.

  
Mario R. Arango  
February 2, 1999

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