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Law Offices Of Michael A. Shapiro

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FILED

99 FEB -9 AM 11:47

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Irwin S. Gars  
Of Counsel

February 5, 1999  
Via Federal Express

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32314

200002770192--7  
-02/09/99-01104--005  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

**Re: Gourmet Pages International, Inc.**

Gentlepersons:

Enclosed please find Articles of Incorporation, in duplicate, for Gourmet Pages International, Inc.

Please file same forthwith and forward a certified copy and your Certificate of Incorporation to the undersigned in the pre-paid Federal Express envelope enclosed herewith.

Our check in the sum of \$87.50 payable to your order for the filing fee, certified copy and certificate of status is enclosed.

Thank you very much for your prompt attention to the foregoing.

Sincerely yours,

*Michael A. Shapiro*  
MICHAEL A. SHAPIRO

Enclosures

cc: Angelica M. and Rafael A. Quevedo

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**ARTICLES OF INCORPORATION  
OF  
GOURMET PAGES INTERNATIONAL, INC.**

**FILED**  
**99 FEB -9 AM 11:47**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation is GOURMET PAGES INTERNATIONAL, INC. and its principal office address is: 4970 S.W. 72nd Avenue, # 109, Miami, Florida 33155.

**ARTICLE II - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

**ARTICLE III - CAPITAL STOCK**

This corporation is authorized to issue 100 shares of \$10.00 par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

**ARTICLE IV - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

**ARTICLE V - TERM**

This corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

## **ARTICLE VI - INCORPORATORS**

The name and address of the initial incorporator and subscriber hereto is as follows:

ANGELICA M. QUEVEDO

RAFAEL A. QUEVEDO

## **ARTICLE VII - BOARD OF DIRECTORS**

There shall be at least one (1) member of the Board of Directors of the corporation. The name(s) and address(es) of the party(ies) who is/which are to serve as director(s) until the next election are as follows:

ANGELICA M. QUEVEDO

RAFAEL A. QUEVEDO

The Board of Directors shall serve for a term of one (1) year, and shall be responsible for electing the officers of the corporation. The officers of the corporation shall consist of a President and a Secretary, and such other offices as the Board of Directors may from time to time determine is appropriate in order to carry out the activities of the corporation.

## **ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation and name of the initial registered agent of this corporation is:

RAFAEL A. QUEVEDO  
4970 S.W. 72nd Avenue, #109  
Miami, Florida 33155

## **ARTICLE IX - OFFICERS**

The duties of the officers of the corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the corporation until the next election are as follows:

ANGELICA M. QUEVEDO, President  
RAFAEL A. QUEVEDO, Secretary/Treasurer

29<sup>th</sup> IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this  
day of January, 1999.

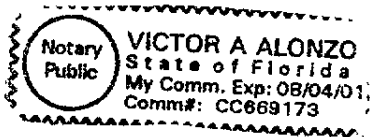
  
ANGELICA M. QUEVEDO, Incorporator

  
RAFAEL A. QUEVEDO, Incorporator

STATE OF FLORIDA }  
COUNTY OF DADE } ss:

BEFORE ME, the undersigned authority, appeared ANGELICA M. QUEVEDO and RAFAEL A. QUEVEDO, who after being duly sworn and cautioned, stated they read the foregoing Articles of Incorporation, that he/she/they executed same in the capacity set forth therein, that the facts and statements contained therein are true and correct, and he/she/that they executed same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED this 29 day of JAN, 1999, in the City  
of MIAMI, said County and State.



  
NOTARY PUBLIC - STATE OF FLORIDA

Print Name if Not Stamped Below:

Affix Commission Expiration Number, Seal, Date and/or Stamp:

### ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named to accept service of process for the above-stated corporation, at the place designated herein, 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, to wit: Section 607.034 and 607.037 of the Florida Statutes.

  
RAFAEL A. QUEVEDO, REGISTERED AGENT

DATED: 1/29/99

...corps\ART-COR.GOU