

PA 9000 0015371  
LAW OFFICES OF  
Frank W. Ricci, P.A.

IMMIGRATION & CUSTOMS ATTORNEYS

FILED  
99 FEB 15 AM 11:03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BETTINA DIETCH  
OFFICE ADMINISTRATOR

SENIOR PARALEGAL

BELLE KRUPINSKI

PARALEGAL STAFF

SUSAN E. CAIRL

MARTINA CASO

PATRICIA CORRADO

LISA MILAM

ESTI VOLLINGER

FRANK W. RICCI\*  
\*MEMBER INDIANA BAR ONLY  
PRACTICE LIMITED EXCLUSIVELY  
TO IMMIGRATION & CUSTOMS LAW  
ALSO ADMITTED:  
UNITED STATES SUPREME COURT

U.S. TAX COURT

U.S. COURT OF INTERNATIONAL TRADE

U.S. COURT OF APPEALS  
FOR THE FEDERAL CIRCUIT

February 10, 1999

Secretary of State  
409 East Gaines Street  
Tallahassee, FL 32314  
Attn: Div. Of Corporations

300002776323--1  
-02/15/99--01149--024  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

Dear Sir/Madam:

Enclosed please find Articles of Incorporation together  
with checks totaling of \$245.

I have also enclosed an extra copy of the Articles for  
you to stamp them "filed" and return to our office in  
the enclosed self-addressed stamped envelope.

Any questions, please feel free to call me.

Respectfully,

FRANK W. RICCI, P.A.



Bettina Dietch  
Assistant

P. Hall

FEB 17 1999



**ARTICLES OF INCORPORATION**  
**OF**  
**BEST GOURMET FOODS, INC.**

**FILED**  
**99 FEB 15 AM 11:03**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

I, the undersigned, hereby file these Articles of Incorporation for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit, and for that purpose I hereby certify, declare and set forth as follows, to wit:

**ARTICLE I**

**NAME**

The name of this corporation shall be:

**BEST GOURMET FOODS, INC.**

**ARTICLE II**

**GENERAL NATURE OF BUSINESS**

The general nature, object and purpose is to do and transact all lawful business.

**ARTICLE III**

**CAPITAL STOCK**

The capital stock of this Corporation shall be 1000 shares at \$1.00 par value, which shall be designated "Common Shares."

**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 of stock.

**ARTICLE V**

**CORPORATE EXISTENCE**

This Corporation shall exist perpetually unless sooner dissolved according to law.

**ARTICLE VI**

**PRINCIPAL PLACE OF BUSINESS**

The principal place of business of said Corporation shall be 4360 Northlake Blvd., Suite 205, Palm Beach Gardens, Florida 33410, County of Palm Beach, State of Florida, and its mailing address shall be:

4360 Northlake Blvd., #205  
Palm Beach Gardens, FL 33410

with the privilege of having branch offices at other places within or without the State of Florida.

**ARTICLE VII**

**REGISTERED OFFICE AND REGISTERED AGENT**

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

Gary F. Livigne  
4360 Northlake Blvd., Suite 201  
Palm Beach Gardens, Florida 33410

**ARTICLE VIII**

**OFFICERS AND DIRECTORS**

**The names and post office address of the initial officers and directors who shall hold office for the first year of the corporation's existence or until their successors are elected are:**

**Suzanne Couchard, President  
Bruno Couchard, Director  
4360 Northlake Blvd., Suite 205  
Palm Beach Gardens, Florida 33410**

**The corporation at all times shall have at least one director. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in the corporation.**

**ARTICLE IX**

**INCORPORATORS**

**The name and address of the person signing these Articles is:**

**Gary F. Livigne  
4360 Northlake Blvd.  
Suite 201  
Palm Beach Gardens, Florida 33410**

**ARTICLE X**

**BYLAWS**

**The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and shareholders.**

**ARTICLE XI**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

**ARTICLE XII**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend the bylaws and to fix any amount to be reserved for working capital.

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have first lien on the shares of its members and upon the dividends due them for any indebtedness of such members to the corporation.

IN WITNESS WHEREOF, the undersigned, being the original incorporator to the Articles of Incorporation herein, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, this                    day of                    1999.

In the presence of:

Beth Ann Smith

Mary Ann Case

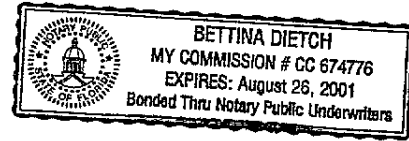
Gary F. Livigne  
GARY F. LIVIGNE

STATE OF FLORIDA  
COUNTY OF PALM BEACH:

BEFORE ME, the undersigned Notary Public, duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared Gary Livigne who is personally known by me and who in my presence executed the

foregoing instrument and who under oath acknowledged to me and before me that she executed the same. WITNESS my hand and official seal in the County and State last aforesaid this            day of            , 1999.

*Bettina Dietch*  
NOTARY PUBLIC



State of Florida at Large  
My commission expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Gary F. Livigne

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that BEST GOURMET FOODS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 4360 Northlake Blvd., Suite 205, Palm Beach Gardens, Fl 33410 County of Palm Beach, State of Florida, has named:

Gary F. Livigne  
4360 Northlake Blvd., Suite 201  
Palm Beach Gardens, Florida 33410

as its agent to accept service of process within this state.

FILED  
FEB 15 11:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

*Gary F. Livigne*  
GARY F. LIVIGNE