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THE UNITED STATES
CORPORATION
COMPANY

FILED
99 APR -5 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 193680 7128743

AUTHORIZATION :

COST LIMIT : \$ PPD

EFFECTIVE DATE
4-1-99

ORDER DATE : April 5, 1999
ORDER TIME : 11:53 AM
ORDER NO. : 193680-005
CUSTOMER NO: 7128743

CUSTOMER: Mr. Michael N. Motto Jr.
GATEWAY BUILDING & DESIGN
GATEWAY BUILDING & DESIGN
Suite 300
969 S. Federal Highway
Stuart, FL 34994

RECEIVED

99 APR -5 PM 12:55

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: TRIO FOODS, INC.

300002829369--5
-04/05/99--01090--022
*****78.75 *****78.75

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy
2589-2555
W99-8130

EXAMINER'S INITIALS: PH 4/13/99 ✓



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 5, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: TRIO FOODS, INC.
Ref. Number: W99000008130

RESUBMIT
Please give original
submission date as filed in

We have received your document for TRIO FOODS, INC.. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 699A00017158

RECEIVED
99 APR 13 PM 12:09
DEPARTMENT OF STATE
CORPORATION DIVISION
TALLAHASSEE, FL 32314

EFFECTIVE DATE

4/1/99

**ARTICLES OF INCORPORATION OF
TRIO FOODS, INC.**

FILED

99 APR -5 PM 1:46

THE UNDERSIGNED, acting as the incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is **TRIO FOODS, INC.** The address of the principal office and mailing address of the corporation shall be 969 S. Federal Highway, Suite 300, Stuart, Florida 34994.

ARTICLE II - DURATION

The duration of this Corporation is perpetual, unless dissolved according to law.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV - STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 10,000 shares of Class A Common stock at One Dollar (\$1.00) par value per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including, but not limited to, cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

ARTICLE VII - QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's By-laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of this Corporation's initial registered office in Florida is 969 S. Federal Highway, Suite 300, Stuart, Florida 34994, and the name of its initial registered agent at that address is Michael N. Motto, Jr.

ARTICLE IX - BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have one member initially. The number of directors may be increased or decreased by the Shareholders from time to time as provided in the By-laws of the Corporation.

ARTICLE X - DIRECTORS **NAMES AND STREET ADDRESSES**

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
Michael N. Motto, Jr.	1292 Knowlwood Drive Palm City, Florida 34990
Michael N. Motto, III	1951 Mapp Road Palm City, Florida 34990
Michael G. Visconte	7886 SW Ellipse Way Stuart, Florida 34997
Jean-Gilles Pierre Celismon	2134 Trenton Lane Port St. Lucie, Florida 34983

ARTICLE XI - INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

Name

Street Address

Michael N. Motto, Jr.

1292 Knowlwood Drive
Palm City, Florida 34990

ARTICLE XII - COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for that purpose without counting the votes or consents of such Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes approves or ratifies such contract or transactions.

ARTICLE XIII - BY-LAWS

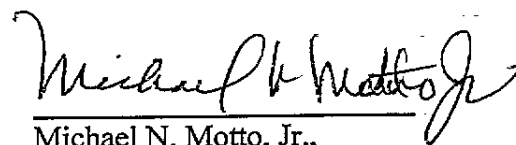
The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof.

ARTICLE XIV - SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating defining, limiting and regulating the powers of the Corporation, its Shareholders and Directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all Directors for services to the Corporation as Directors, officers or otherwise.
4. These Articles of Incorporation shall be effective as of April 1, 1999.



Michael N. Motto, Jr.,
Incorporator

**STATE OF FLORIDA
COUNTY OF MARTIN**

The foregoing Articles of Incorporation were sworn to and acknowledged before me this
2ND day of APRIL, 1999, by Michael N. Motto, Jr.

WHO PRODUCED HIS DRIVERS
LICENSE AS ID.



Notary Public, State of Florida
at Large.

My Commission Expires:



CARLA ELBRECHT
MY COMMISSION # CC480175 EXPIRES
October 7, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMOCILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of ss48.901(1) and 607.034, Florida Statutes, the following is submitted in compliance thereof:

That TRIO FOODS, INC., desiring to organize as a corporation under the laws of the state of Florida, with its initial registered office in Florida being in the county of Martin, at 969 S. Federal Highway, Suite 300, Stuart, Florida 34994, has named Michael n. Motto, Jr., located at the same address as its initial registered agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the initial registered office of the Corporation in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating that name of the corporation and the name of its registered agent.

By:


Michael N. Motto, Jr.

FILED
99 APR - 5 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA