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**EFFECTIVE DATE**7-20-99**Florida Department of State**

Division of Corporations

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**FLORIDA PROFIT CORPORATION OR P.A.****METRO FOOD INC.**

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## FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 21, 1999

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SUBJECT: METRO FOOD INC.  
REF: W99000016767

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This instrument prepared by:  
Richard K. Stanton, Esq  
Brickell Bay View Center  
80 S.W 8 Street  
Suite 2804  
Miami, Florida 33130  
(305) 381-8505

EFFECTIVE DATE  
7-20-99

**ARTICLES OF INCORPORATION**  
**OF**  
**METRO FOOD INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

The name of the corporation ("Corporation") is METRO FOOD INC.

**ARTICLE II**

The existence of the corporation shall begin on July 20, 1999.

**ARTICLE III**

The street address of the principal office of the Corporation is METRO FOOD INC., at 111 N.W. 1st Street, Box 122, Miami, Florida 33128.

**ARTICLE IV**

The maximum number of shares this Corporation is authorized to issue is one thousand 1000, all of which shall be Common Shares. All common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE V**

The initial street address of the Corporation's registered office is Brickell BayView Center, 80 S.W. Eight Street, Suite 2804, Miami, Florida 33130. The initial registered agent for the Corporation at that address is The Law Office of Richard K. Stanton, Brickell BayView Center, 80 S.W. Eight Street, Suite 2804, Miami, Florida 33130.

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Brickell Bay View Center  
80 S.W. 8 Street  
Suite 2804  
Miami, Florida 33130  
(305) 381-8585

**ARTICLE VI**

The initial board of directors shall consist of only two members. The name and address of the person who will serve on the initial board of directors are Joseph M. Gangi as President at 111 N.W. 1st Street, Box 122, Miami, Florida 33128 and Denise Gangi as Secretary/Treasurer at 111 N.W. 1st Street, Box 122, Miami, Florida 33128.

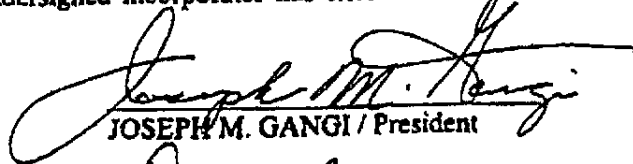
**ARTICLE VII**

The names and street addresses of the persons signing these articles of incorporation is :  
Joseph M. Gangi as President at 111 N.W. 1st Street, Box 122, Miami, Florida 33128.

**ARTICLE VIII**

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 20 day of July, 1999.

  
JOSEPH M. GANGI / President

  
DENISE GANGI/Secretary/Treasurer

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**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for METRO FOOD INC., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S.607.0501(3).

  
KIERAN P. FALLON, ESQ.

Date: July 20, 1999

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