

P000000013369

Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

FOOD MARKETING GROUP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 7, 2000

EMPIRE

SUBJECT: FOOD MARKETING GROUP, INC.
REF: W00000003300

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

400000005821
ARTICLES OF INCORPORATION

OF
FOOD MARKETING GROUP, INC.

ARTICLE I

The name of this Corporation is:

FOOD MARKETING GROUP, INC.

ARTICLE II

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

ARTICLE VI
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.

Prepared By:

MARK B. GOLDSTEIN, ESQUIRE
MARK B. GOLDSTEIN P.A.
2255 GLADES ROAD, SUITE 236W
BOCA RATON, FL 33431
(561) 989-9955

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ARTICLE VII.
PREEMPTIVE RIGHTS:

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 pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII.

The street address of the initial registered office of this Corporation is: 11206 Harbor Springs Circle, Boca Raton, Florida 33428, and the name of the initial registered agent of this Corporation at that address is: Mark B. Hendler, and the principal place of business of the corporation is 11206 Harbor Springs Circle, Boca Raton, Florida 33428.

ARTICLE IX.

This Corporation shall have ONE (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and address of the initial Directors of this Corporation are:

MARK B. HENDLER
11206 HARBOR SPRINGS CIRCLE
BOCA RATON, FLORIDA 33428

ARTICLE X.

The name and address of the person or entity signing these Articles of Incorporation is:

MARK B. HENDLER
11206 HARBOR SPRINGS CIRCLE
BOCA RATON, FLORIDA 33428

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**ARTICLE XI.
AMENDMENT:**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of February, 2000.

FOOD MARKETING GROUP, INC.

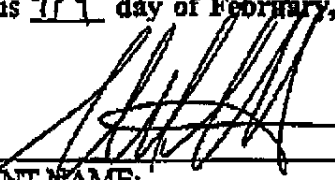
BY: 
MARK B. HENDLER, Incorporator

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared **MARK B. HENDLER**, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; i.e., Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 4th day of February, 2000, in the County and State aforesaid.


PRINT NAME:
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:
Commission No: _____



Mark B. Goldstein
Commission # 00 894308
Expires Dec. 12, 2003
Banded Thru
Atlantic Bonding Co., Inc.

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

IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT FOOD MARKETING GROUP, INC. DESIRING TO ORGANIZE UNDER THE
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS INDICATED IN
THE ARTICLES OF INCORPORATION AT 11206 Harbor Springs Circle, Boca Raton,
Florida 33428 HAS NAMED MARK B. HENDLER, LOCATED AT 11206 Harbor Springs
Circle, Boca Raton, Florida 33428, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

FOOD MARKETING GROUP, INC.

BY: 

MARK B. HENDLER, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

FOOD MARKETING GROUP, INC.

BY: 

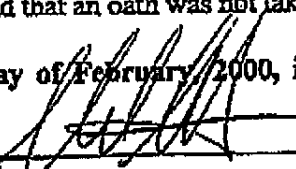
MARK B. HENDLER

Dated: 2/3/2000

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to
administer oaths and to take acknowledgments, personally appeared **MARK B. HENDLER**,
known to me to be the person described in and who executed the foregoing instrument, who
acknowledged before me that she executed the same, that I relied upon the following form of
identification of the above-named person; Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 4th day of February, 2000, in the
County and State aforesaid.


PRINT NAME:

NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires



Mark B. Goldstein
Commission # 00394308
Expires Dec. 12, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

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