

Division of Corporations

Page 1 of 2

PO1000109122

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000114209 9))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : WETHERINGTON, HAMILTON & HARRISON, P.A.
Account Number : I19980000062
Phone : (813) 225-1918
Fax Number : (813) 225-2531

FILED
01 NOV 13 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

F&S FOODS, INC.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

NOV

00

4

H01000114209 9

Articles of Incorporation

of

F&S FOODS, INC.

ARTICLE 1: NAME

The name of this Corporation is: **F&S FOODS, INC.**

ARTICLE 2: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 3: CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$.01 par value common stock.

**ARTICLE 4: INITIAL PRINCIPAL
OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Corporation is 12305 University Mall Court, Space 13, Tampa, Florida 33612.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 400 North Tampa Street, Suite 2625, Tampa, Florida 33602, and the name of the initial registered agent of this Corporation at that address is Andrew L. Adler, Esquire, c/o Wetherington, Hamilton & Harrison, P.A..

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have one (1) director. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors of this Corporation is:

FILED
01 NOV 13 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H01000114209 9

Articles of Incorporation
F&S Foods, Inc.
Page 2

NAMES

ADDRESSES

Michael A. Coulter

13003 Thomasville Circle
Tampa, Florida 33647

ARTICLE 8: INCORPORATOR

The name and address of each person signing these Articles is:

NAME

ADDRESS

Michael A. Coulter

13003 Thomasville Circle
Tampa, Florida 33647

ARTICLE 9: CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE 10: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 11: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

H01000114209 9

H01000114209 9

Articles of Incorporation
F&S Foods, Inc.
Page 3

ARTICLE 12: AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12 day of November, 2001.



Michael A. Coulter
Incorporator

H01000114209 9

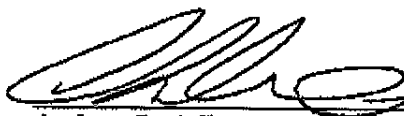
H01000114209 9

Articles of Incorporation
F&S Foods, Inc.
Page 4

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 12th day of November, 2001.



Andrew L. Adler
Registered Agent

FILED
01 NOV 13 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H01000114209 9