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April 19, 2002

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

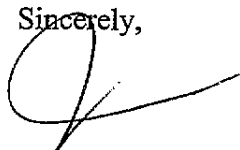
RE: MAINLAND FOOD DISTRIBUTORS, INC.

Dear Secretary of State:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced company along with our original filing fee in the amount of \$78.75 to cover the filing fee and one certified copy of the Articles. I am also providing a self-addressed, stamped envelope for your use in forwarding the certified copy requested.

Thank you for your assistance in this matter.

Sincerely,


JACK B. SPIRA

JBS/hsd
Encls.

FILED
02 APR 25 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
02-22-02

EFFECTIVE DATE
02-22-02

FILED

02 APR 25 PM 3: 15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MAINLAND FOOD DISTRIBUTORS, INC.**

THE UNDERSIGNED, subscriber to these Articles of Incorporation, natural persons, competent to contract, join together to form a corporation under the laws of the State of Florida; and further agree to the following conditions of said corporation.

ARTICLE I - NAME

The name of this corporation is: MAINLAND FOOD DISTRIBUTORS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing with the date of acknowledgment of these Articles.

ARTICLE III - PURPOSE

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

ARTICLE IV - AUTHORIZED STOCK

The corporation is authorized to issue 100 shares of common stock, having a par value of \$1.00 per share.

No shareholder shall divest himself of any of the shares without first giving the other shareholders the opportunity to purchase the shares of stock to be sold. Other shareholders shall have thirty (30) days from the date of said offer to reject or purchase the shares offered for sale.

ARTICLE V - 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.

ARTICLE VI - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 135 Gus Hipp Blvd., Rockledge, Florida 32955.

The name and address of the initial registered agent of this corporation is:
TODD MEGNA, 135 Gus Hipp Blvd., Rockledge, Florida 32955.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws. The name and address of the initial Director of the corporation is:

<u>NAME</u>	<u>ADDRESS</u>
TODD MEGNA	135 Gus Hipp Blvd. Rockledge, FL 32955

ARTICLE VIII

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

<u>NAME</u>	<u>ADDRESS</u>
TODD MEGNA	135 Gus Hipp Blvd. Rockledge, FL 32955

ARTICLE IX

The officers of the corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be provided for by the By-Laws.

The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

President	-	TODD MEGNA
Vice President	-	TODD MEGNA
Treasurer	-	TODD MEGNA
Secretary	-	TODD MEGNA

The officers shall be elected at the annual meeting of the Board of Directors, or as provided in the By-Laws.

ARTICLE X - BY-LAWS

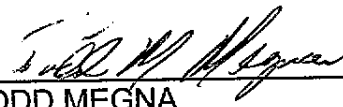
Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors at any regular meeting or any special meeting called for that purpose.

ARTICLE XI - MANAGEMENT OF THE CORPORATION BY THE SHAREHOLDERS

All management powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has executed the Articles of Incorporation, this 22nd day of April, 2002.



TODD MEGNA

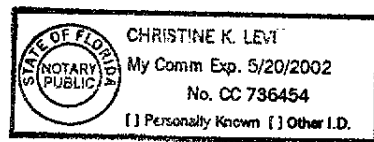
STATE OF FLORIDA
COUNTY OF BREVARD

I **HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the
aforementioned State and County to take acknowledgments and administer oaths,
personally appeared, TODD MEGNA, who is personally known to me to me known to
be the person described in and executed the foregoing Articles of Incorporation and he
acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this

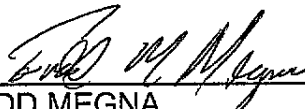
22nd day of April, 2002.

Christine K. Levi
NOTARY PUBLIC



DESIGNATION OF REGISTERED AGENT

I HEREBY ACCEPT the designation as Registered Agent of this corporation.


TODD MEGNA

FILED
02 APR 25 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the
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personally appeared, TODD MEGNA, who is personally known to me to me known to
be the person described in and executed the foregoing Articles of Incorporation and he
acknowledged before me that he executed same.

22nd **IN WITNESS WHEREOF**, I have hereunto set my hand and official seal this
day of April, 2002.


NOTARY PUBLIC

