

P95000009582

ACCOUNT NO. : 072100000032

REFERENCE : 536634 9681A

AUTHORIZATION : *Valencia Heights*

COST LIMIT : \$ 70.00

ORDER DATE : February 3, 1995

ORDER TIME : 4:10 PM

ORDER NO. : 536634

CUSTOMER NO: 9681A

CUSTOMER: Dixie Lee Ball, Esq
DIXIE LEE BALL, ESQ

1201 Cape Coral Parkway
Cape Coral, FL 33904

DOMESTIC FILING

P95000001582

NAME: ANNIE'S GOURMET DELIGHTS,
INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

RECEIVED
95 FEB -6 AM 8:55
OFFICE OF CORPORATION

FILED
95 FEB -6 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JM
2-6-95
01

ARTICLES OF INCORPORATION
OF
ANNIE'S GOURMET DELIGHTS, INC.

FILED
95 FEB -6 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ANNIE'S GOURMET DELIGHTS, INC.

The address of the principal office of this corporation shall be 2531 Broadwater Street, Matlacha, Florida 33909, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Information Services, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Julie Anne McKinney Dir.	2531 Broadwater Street Matlacha, Florida 33909
Henry G. Palmer, III Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Julie Anne McKinney Pres./Sec.	2531 Broadwater Street Matlacha, Florida 33909
Henry G. Palmer, III V.Pres./Treas.	Same

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Information Services, Inc.
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Information Services, Inc., has herunto set their hand and seal of Corporation Information Services, Inc., on February 3, 1995.

CORPORATION INFORMATION SERVICES, INC.

By: *Gail Shelby*
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Information Services, Inc., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION INFORMATION SERVICES, INC.

By: *Gail Shelby*
Its Agent, Gail Shelby

KBR/jlm

P9500000 9582

**PATTERSON, ESKIN
& BALL**

ATTORNEYS AND COUNSELORS AT LAW

HAROLD C. PATTERSON, JR., P.A.
HAROLD S. ESKIN, P.A.
DIXIE LEE BALL, P.A.

February 23, 1995

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*****35.00 *****35.00

Florida Department of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

FILED
95 FEB 27 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Statement of Change of Registered Office and Registered Agent: ANNIE'S GOURMET DELIGHTS, INC.

Enclosed for filing is a Statement of Change of Registered Office and Registered Agent for the above-referenced corporation, along with our check in the amount of Thirty-five dollars (\$ 35.00) for the required filing fee.

If you have any questions in this regard, please contact me.

Thank you for your assistance.

Very truly yours,

Dixie Lee Ball

DIXIE LEE BALL
DLB:inez
#62381.001
cc: JULIE ANNE MCKINNEY
CIS

Handwritten initials and scribbles

Chartor # P95000009582

Date Filed: Feb. 6, 1995

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to the provisions of Sections 607.034 and 607.037, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is:

ANNIE'S GOURMET DELIGHTS, INC.

2. The name and address of its present registered agent is:

CORPORATION INFORMATION SERVICES, INC.
502 East Park Avenue
Tallahassee, Florida 32301

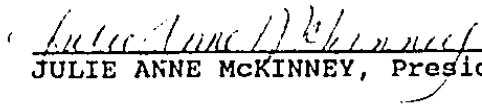
3. The name and address to which its registered agent is to be changed is:

JULIE ANNE MCKINNEY
10700 Stringfellow Rd., Suite #20
Bokeelia, FL 33909

4. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

5. Such change was authorized by resolution duly adopted by its Board of Directors.

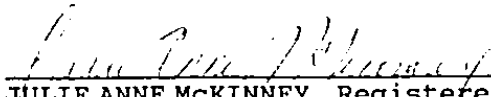
Dated: February 6, 1995



JULIE ANNE MCKINNEY, President

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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Dated: February 6, 1995



JULIE ANNE MCKINNEY, Registered Agent

FILED
FEB 27 AM 10:58
STATE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA