

P95000014794 Jan. 6, 1995

To: Dept. of State,

I, Amchea Spring, would like to  
start a new corporation, Gourmet  
Delicatessen, Incorporated. I have  
provided with this letter a check for  
122.50 and the proper paper work.

Sincerely,

Amchea Spring

600004375206  
-01/10/95--01103--003  
\*\*\*\*122.50 \*\*\*\*122.50

W95-823

PRINCE GEORGE

PR 2025

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FILED  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 12, 1995

ANDREA SPRING  
5604 MARINA DR.  
HOLMES BEACH, FL 34217

SUBJECT: GOURMET DELICATESSEN, INC.  
Ref. Number: W9500000823

We have received your document for GOURMET DELICATESSEN, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kanut Khosla  
Corporate Specialist

Letter Number: 595A00001418



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

February 7, 1995

ANDREA SPRING  
5604 MARINA DR.  
HOLMES BEACH, FL 34217

SUBJECT: GOURMET DELICATESSEN, INC.  
Ref. Number: W9500000823

We have received your document for GOURMET DELICATESSEN, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the first page (page 1) of the Articles when you resubmit them for filing.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6924.

Sharon Tala  
Document Specialist Supervisor

Letter Number: 795A00005172

ARTICLES OF INCORPORATION  
OF

**Gourmet Delicatessen, Inc.**

FILED  
FEB 21 1960  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is

**Gourmet Delicatessen, Inc.**

ARTICLE II- NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be to act as owner, broker, operator, agent of ships, planes, boats and mining ventures, to act as business broker and business consultant, to develop agricultural properties and to breed, sell cattle and other animals and to invest in such ventures in the United States of America as well as abroad.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in and deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description.

To conduct business in, have one or more office in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states, districts, territories, countries or colonies.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To acquire by purchase, subscription or otherwise, and to receive, hold own, guarantee, sell assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts and other securities, obligations, choses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Florida upon corporations formed under its laws and to do any or all things hereinbefore set forth to the same extent as natural persons might or could do.

### ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand ( 1,000 ) share(s) of common stock with a par value of one dollar each.

All the aforementioned stock is to be issued as fully paid for an exempt from assessment.

The capital stock may be paid for in money, property, labor, or services, at a just valuation to be fixed by the incorporators or by the directors at a meeting called for such purpose.

### ARTICLE IV- INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than one thousand ( 1,000 ) dollars.

#### ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI - ADDRESS

The initial post office address of this corporation in the State of Florida.: 5604 Marina Drive , #9, Holmes Beach, FL 34217. The Board of Directors may from time to time move the principal office to any other address in Florida.

#### ARTICLE VII - DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such persons shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonable incurred by him in connection with any such claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall be in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors, or officers of, such other corporation; any

director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interest in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### ARTICLE VIII - INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Andrea Spring	5604 Marina Dr., Holmes Beach, FL 34217
Edward Spring	5604 Marina Dr., Holmes Beach, FL 34217

#### ARTICLE IX - SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Andrea Spring	5604 Marina Dr., Holms Beach, FL 34217
Edward Spring	5604 Marina Dr., Holmes Beach, FL 34217

#### ARTICLE X - RESIDENT AGENT


The initial resident agent of this corporation and his address is:

Andrea Spring  
5604 Marina Dr., Holmes Beach, FL 34217

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them and to the stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon.

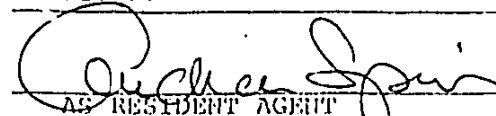
IN WITNESS WHEREOF the parties to these Articles of Incorporation have hereunto set their hands and seals this <sup>6th</sup> ~~10th~~ day of January, 1995

 (SEAL)

Andrea Spring  
FL. D.L. #S165-012-57-505

 (SEAL)

Edward Spring  
FL. D.L. #S165-233-53-328-0

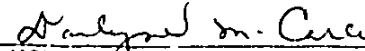
 (SEAL)

AS RESIDENT AGENT  
Andrea Spring

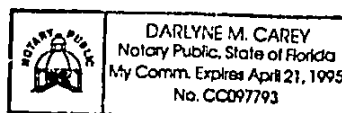
STATE OF FLORIDA     )  
                  Manatee     : SS  
COUNTY OF ~~DADE~~     )

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above named, to take acknowledgments, personally appeared Andrea Spring and Edward Spring to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and seal this 6th day of January

  
NOTARY PUBLIC, State of Florida at Large  
Darlyne M. Carey/Notary

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS  
OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNI-  
NATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF  
FLORIDA.

1. The name of the corporation is: GOURMET DELICATESSEN, INC.

2. The name and address of the registered agent and office is:

ANDREA SPRING

(Name)

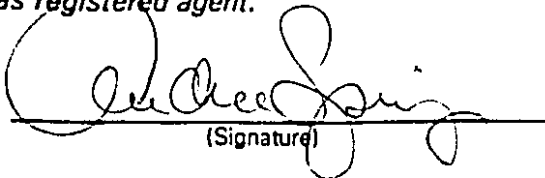
5604 MARINA DR #9

(P.O. Box ~~not~~ acceptable)

HOLMES BEACH, FLORIDA 34217

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(Signature)

February 16, 1995  
(Date)