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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
(904)922-4001

FAX #:

FROM: JACK R. LOVING, P.A.
070324003656

ACCT#:

CONTACT: SUSAN K LOVING
PHONE: (954)764-1005
(954)764-1499

FAX #:

NAME: HOLLYWOOD FOOD SYSTEMS, INC.
AUDIT NUMBER.....H97000009400
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 3
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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ENTER SELECTION AND <CR>:

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97 JUN -9 PM 12: 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 6/9/97

ARTICLES OF INCORPORATION
OF
HOLLYWOOD FOOD SYSTEMS, INC.

FILED
97 JUN -9 PM 12: 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is HOLLYWOOD FOOD SYSTEMS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all legal business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value stock.

ARTICLE V - PRE-EMPTIVE 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 prorata share thereof, (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 113 Southwest 11th Court, Suite C, Fort Lauderdale, Florida 33315 and the name of the initial registered agent of this corporation is Jack R. Loving

Prepared By:
Jack R. Loving, Esquire
1323 Southeast Third Avenue
Fort Lauderdale, Florida 33316
(954) 764-1005

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director(s) 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. The name(s) and address(es) of the initial Director(s) of this corporation is:

Daniel B. Ashlin
113 Southwest 11th Court, Suite C
Fort Lauderdale, Florida 33315

ARTICLE VIII - INCORPORATOR

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

Jack R. Loving
1323 Southeast Third Avenue
Fort Lauderdale, Florida 33316

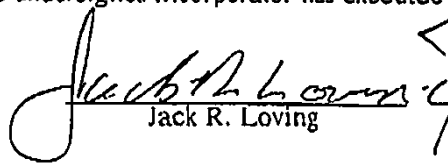
ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - 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.

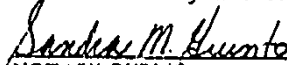
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on June 9, 1997.

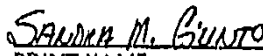

Jack R. Loving

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 6th day of June, 1997 by Jack R. Loving who is personally known to me or who has produced a valid Florida Driver's License as identification and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 6th day of June, 1997.


NOTARY PUBLIC


PRINT NAME

MY COMMISSION EXPIRES: 4/28/98



SANDRA M. GIUNTO
My Comm Exp. 4/28/98
Bonded By Service Ins
SE No. CC168477
1/1 Kennedy Street Ft. Lauderdale, FL

06-09-1997 09:53AM FROM
H97000009400

TO 19049224001 P.04

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST THAT HOLLYWOOD FOOD SYSTEMS, INC. DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS AT THE CITY OF FORT LAUDERDALE, STATE OF FLORIDA, HAS NAMED
JACK R. LOVING AT 1323 SOUTHEAST THIRD AVENUE, FORT LAUDERDALE, FLORIDA
33316 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 
JACK R. LOVING

TITLE: INCORPORATOR

DATE: JUNE 6, 1997

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 ACCEPT TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE: 
JACK R. LOVING
(REGISTERED AGENT)

DATE: JUNE 6, 1997

FILED
97 JUN -9 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Page 3

TOTAL P.04