

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 JUL 13 AM 8:29

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Florida Food Specialist, Inc

700002587517--3  
-07/14/98--01001--022  
\*\*\*122.50 \*\*\*122.50

Art of Inc. File cert.

LTD Partnership File \_\_\_\_\_

Foreign Corp. File \_\_\_\_\_

L.C. File \_\_\_\_\_

Fictitious Name File \_\_\_\_\_

Trade/Service Mark \_\_\_\_\_

Merger File \_\_\_\_\_

Art. of Amend. File \_\_\_\_\_

RA Resignation \_\_\_\_\_

Dissolution / Withdrawal \_\_\_\_\_

Annual Report / Reinstatement \_\_\_\_\_

Cert. Copy \_\_\_\_\_

Photo Copy \_\_\_\_\_

Certificate of Good Standing \_\_\_\_\_

Certificate of Status \_\_\_\_\_

Certificate of Fictitious Name \_\_\_\_\_

Corp Record Search \_\_\_\_\_

Officer Search \_\_\_\_\_

Fictitious Search \_\_\_\_\_

Fictitious Owner Search \_\_\_\_\_

Vehicle Search \_\_\_\_\_

Driving Record \_\_\_\_\_

UCC 1 or 3 File \_\_\_\_\_

UCC 11 Search \_\_\_\_\_

UCC 11 Retrieval \_\_\_\_\_

Courier \_\_\_\_\_

98 JUL 13 AM 8:29  
DIVISION OF CORPORATIONS

Signature \_\_\_\_\_

Requested by: ces

Name \_\_\_\_\_

Date 7/13

Time 3:31

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

RP  
07-14-98

**ARTICLES OF INCORPORATION  
OF  
FLORIDA FOOD SPECIALIST, INC.**

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**ARTICLE I  
NAME**

The name of this Corporation is FLORIDA FOOD SPECIALIST, INC..

**ARTICLE II  
TERM OF EXISTENCE**

Pursuant to the provisions of Florida Statutes, the existence of the Corporation shall commence upon filing of these Articles. The Corporation shall have perpetual existence thereafter unless dissolved pursuant to Florida Statutes.

**ARTICLE III  
NATURE OF BUSINESS**

This Corporation is organized for the following purposes:

- (a) To engage in any and all lawful business.

**ARTICLE IV  
POWERS**

The Corporation shall have power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease exchange, transfer and otherwise dispose of all or any part of its property and assets.

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- (f) To lend money to and use its credit to assist its officers and employees to the fullest extent permitted by law.
- (g) To purchase, take, receive, subscribed for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned and invested.
- (j) To conduct its business, carry on its operations and have officers and exercise the powers granted by this act within or without this state.
- (k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.
- (l) To make and alter bylaws not inconsistent with these Articles of Incorporation and the laws of this State, for the administration and regulation of the affairs of the Corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (o) To pay pensions and establish pension plans, profit-sharing plans, stock bonus plans and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.
- (p) To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.
- (q) To have and exercise all powers necessary or convenient to effect its purposes.

**ARTICLE V**  
**Principal Office and Mailing Address**

The principal office address of this Corporation shall be:

4487 Ashton Road, Sarasota, Florida 34233

and the mailing address shall be:

4487 Ashton Road, Sarasota, Florida 34233

**ARTICLE VI**  
**Capital Stock**

This Corporation is authorized to issue One Thousand (1,000) shares of common stock.

**ARTICLE VII**  
**Initial Registered Office and Agent**

The street address of the initial Registered Office of this Corporation is:

4487 Ashton Road, Sarasota, Florida 34233

and the name of the initial Registered Agent of this Corporation at that address is:

Victoria L. Todd

**ARTICLE VIII**  
**Directors**

This Corporation shall have two (2) Directors initially. The number of Directors may be increased from time to time by the Bylaws but shall never be less than two (2) Directors and no more than five (5) Directors. The names and addresses of the initial Directors of this Corporation who shall serve until her successors are duly elected and qualified are:

Norman W. Todd  
4487 Ashton Road, Sarasota, Florida 34233

**ARTICLE IX**  
**Subscriber**

The name and street address of the Incorporator signing these Articles of Incorporation is as follows:

Norman W. Todd  
4487 Ashton Road  
Sarasota, Florida 34233

**ARTICLE X**  
**Special Provisions**


The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors of this Corporation.

**ARTICLE XI**  
**Indemnification**

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

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation; to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said Corporation) authorized to accept Service of Process at the above Florida designated address) in some conspicuous place in the office as required by law.

  
Victoria L. Todd

RMP/pz  
#98-990

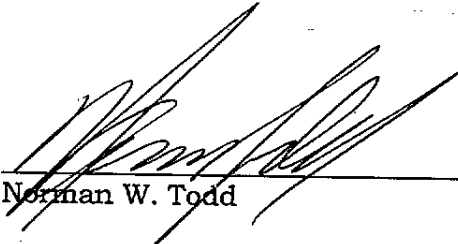
**ARTICLE XII**  
**Removal of Directors**

The Shareholders of this Corporation shall be entitled to remove any Director from office at any time for any reason whatsoever, whether or not there is cause for removal.

**ARTICLE XIII**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.


**WITNESS** my hand and seal at Sarasota, Florida, this 7 day of July, 1998.

  
\_\_\_\_\_  
Norman W. Todd

STATE OF FLORIDA     )  
COUNTY OF Sarasota )

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 13 AM 8:29

The foregoing instrument was acknowledged before me this 7 day of July, 1998 by Norman Todd who are personally known to me or who has produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Notary Public Signature  
Printed Name Victoria L. Nunn  
My Commission Expires: 10-8-99

