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August 30, 1999

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-09/01/99--01069--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: H & H GOURMET IMPORTS, INC.

Gentlemen and Ladies:

Enclosed for filing please find the following documents:

- Articles of Incorporation of H & H Gourmet Imports, Inc.
- Certificate Designating Registered Agent and Office.

I am also enclosing a check in the amount of \$78.75 to cover the following costs:

Filing fee for Articles of Incorporation	\$ 35.00
Filing fee for Registered Agent Certificate	35.00
Certified copy of Articles	<u>8.75</u>
<b>TOTAL</b>	<b>\$ 78.75</b>

FILED  
99 SEP -1 AM 9:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Handwritten initials: L-6, WS

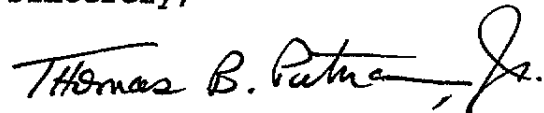
Secretary of State

August 30, 1999

Page Two

After the Articles of Incorporation and the Certificate Designating Registered Agent and Office have been filed, please certify the enclosed extra copy of the Articles of Incorporation and return it to me in the self-addressed, stamped envelope provided.

Sincerely,

A handwritten signature in cursive script that reads "Thomas B. Putnam, Jr." with a large, stylized flourish at the end.

Thomas B. Putnam, Jr.

TBP/jh

Enclosures

ARTICLES OF INCORPORATION

OF

H & H GOURMET IMPORTS, INC.

FILED  
99 SEP - 1 AM 9:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. - NAME

The name of the corporation is H & H GOURMET IMPORTS, INC. The address of the principal office of this corporation shall be 1159 First Street, South, Suite One, Winter Haven, Florida 33880, and the mailing address shall be Post Office Box 799, Winter Haven, Florida 33882.

ARTICLE II. - DURATION

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of the State of Florida.

ARTICLE III. - PURPOSE

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

ARTICLE IV. - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock which shall be designated "common shares".

ARTICLE V. - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VI. - INITIAL REGISTERED OFFICE AND AGENT

The street and post office address of the initial registered office of this corporation is 1159 First Street, South, Suite One, Winter Haven, Florida 33880, Post Office Box 799, Winter Haven, Florida 33882, and the name of the initial registered agent of this corporation at that address is Russell C. Hart.

ARTICLE VII. - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors 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 names and addresses of the initial directors of this corporation are:

Candace H. Holden  
1562 Foxridge Run, S.W.  
Winter Haven, FL 33880

Janet B. Hart  
700 East Laurel Avenue  
Eagle Lake, FL 33830

Russell C. Hart  
700 East Laurel Avenue  
Eagle Lake, FL 33830.

ARTICLE VIII. - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Candace H. Holden, Post Office Box 9302, Winter Haven, Florida 33883.

ARTICLE IX. - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19 day of August, 1999.

Signed in the presence of:

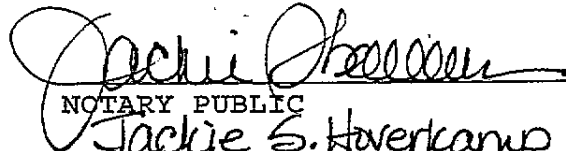
Thomas B. Palma, Jr.  
Jackie Brown  
Two Witnesses

Candace H. Holden  
CANDACE H. HOLDEN

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 19th  
day of August, 1999, by CANDACE H. HOLDEN, who is personally known  
to me or produced a Florida driver's license as identification.

(SEAL)

  
NOTARY PUBLIC  
Jackie S. Haverkamp  
Print or Type Name of Notary

My Commission Expires:

H:\HOME\JSH\CORP\EHGOURM.wpd

CERTIFICATE DESIGNATING REGISTERED

AGENT AND OFFICE

FILED  
99 SEP -1 AM 9:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That H & H GOURMET IMPORTS, INC., desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial registered office at 1159 First Street, South, Suite One, Winter Haven, Florida 33880, has named RUSSELL C. HART, located at 1159 First Street, South, Suite One, Winter Haven, Florida 33880, as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, RUSSELL C. HART, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of his duties.

Russell C. Hart  
RUSSELL C. HART

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 36<sup>th</sup> day of August, 1999, by RUSSELL C. HART, who is personally known to me or produced a \_\_\_\_\_ as identification.

(SEAL)

Thomas B. Putnam, Jr.  
NOTARY PUBLIC  
Thomas B. Putnam, Jr.  
Print or Type Name of Notary

My Commission Expires:

H:\HOME\JSH\CORP\HHREG



Thomas B. Putnam, Jr.  
MY COMMISSION # CC866255 EXPIRES  
July 27, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.