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J. Shivers MAY 09 2006



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May 4, 2006

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Attorney at Law

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Wills and Probate
Estate Planning
Living Trusts
Business Planning
Business Closings

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

AFFILIATIONS

The Florida Bar
Okaloosa-Walton County
Bar Association
Federal Bar of the Northern
District Of Florida
Business Law Instructor
University of West Florida

EDUCATION

University of Alabama
School of Law
LL.M. in Taxation, 2005
Samford University
Cumberland School of Law
J.D., 1981
Huntingdon College
B.A., 1978

Dear Sir or Madam:

Please file the enclosed Articles of Incorporation. Please return to me a stamped copy of the Articles. I have enclosed the amount of \$70.00 for the filing fee.

Sincerely,



SAMUEL M. PEEK

SMP/lpp

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**ARTICLES OF INCORPORATION
OF
COOK DISTRIBUTING, INC.**

The undersigned, for the purpose of forming a Corporation under the Florida Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation is COOK DISTRIBUTING, INC.

ARTICLE II - DURATION

The duration of the Corporation is for an indefinite period of time (i.e. perpetual).

ARTICLE III - PURPOSES

The general purposes for which the Corporation is organized are:

1. To develop and manage a food franchise.
2. To transact any other lawful business for which Corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can in the opinion of the Board of Directors of the Corporation be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCKS

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having no stated par value, which such stock shall have the entire voting power of the Corporation. Stock shall be issued under Section 1244 of the Internal Revenue Code.

**ARTICLE V - PRINCIPAL OFFICE AND MAILING ADDRESS,
INITIAL REGISTERED OFFICE & AGENT**

The street address of the initial registered office of this Corporation is 41 12th Street, #62, Shalimar, FL 32579. The initial registered agent shall be GEORGE R. COOK, III, 41 12th Street, #62, Shalimar, FL 32579. The principal office and mailing address for the Corporation is, 41 12th Street, #62, Shalimar, FL 32579.

ARTICLE VI -INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is two (2). The name and address of each person who is to serve as a member of the initial Board of Directors is:

GEORGE R. COOK, III	41 12 th Street, #62 Shalimar, FL 32579
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MARGARET E. COOK	41 12 th Street, #62 Shalimar, FL 32579
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ARTICLE VII - INCORPORATORS

Name and address of each Incorporator is:

GEORGE R. COOK, III	41 12 th Street, #62 Shalimar, FL 32579
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MARGARET E. COOK	41 12 th Street, #62 Shalimar, FL 32579
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ARTICLE VIII - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE IX - PREEMPTIVE 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 or her prorata share thereof (as nearly as may be done without issuance of

fractional shares) at the price at which it is offered to others, in such manner that they will own the same percentage interest of the Corporation after the new offering as he had before the stock issuance.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE XI - STOCK ISSUANCE

Shares of capital stock of this Corporation shall be issued initially to the following persons and in the amount set opposite their name:

GEORGE R. COOK, III and MARGARET E. COOK as joint tenants with rights of survivorship	100 Shares
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ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by a majority of the shareholders.

ARTICLE XIII - SHAREHOLDERS QUORUM & VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of at least fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matters shall be the act of the shareholders.

ARTICLE XIV - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XV - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this Corporation must be taken at a meeting of shareholders of this Corporation duly called as provided by law.

ARTICLE XVI - POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by vote of at least fifty-one percent (51%) of the stock entitled to vote thereon.

ARTICLE XVIII - SHAREHOLDERS CONSENT

Any action of the shareholders taken without a meeting may be taken if a consent in writing setting forth the action so taken is signed by the shareholders representing a majority of the shares that would be entitled to vote upon such action had a meeting been held. The consent shall be filed with the Secretary of the Corporation as part of the Corporate Records.

ARTICLE XIX - SPECIFIED POWERS AND DUTIES

In addition to the corporate powers enumerated in the Florida General Corporation Act, the Corporation shareholders, directors and officers have the following additional rights and responsibilities:

The Corporation will defend the directors and officers against any lawsuits brought against them. Business transactions between the Corporation and its officers and directors shall be allowed. Instruments which relate to an interest in real estate must be signed by the President or Vice President and the Secretary or Treasurer. The officers of the Corporation are authorized to open corporate bank accounts, obtain corporate bank loans and elect subchapter S tax designation with the Internal Revenue Service. The Corporation is authorized to enter into employment agreements with its officers. The directors shall not be personally liable to the Corporation or its shareholders for obligations arising out of the performance of the directors' duties.

IN WITNESS WHEREOF, We, the undersigned, being the original subscriber to the capital stock hereinbefore named, have hereunto set our hands and seals this 1st day of May, 2006, for the purpose of forming this Corporation to do business both within and without the State of Florida and pursuant to the Corporation

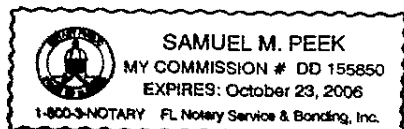
Laws of the State of Florida, do make and file in the office of the secretary of State, these Articles of Incorporation and certify that the facts herein stated are true.

George R. Cook, III
GEORGE R. COOK, III

Margaret E. Cook
MARGARET E. COOK

**STATE OF FLORIDA
COUNTY OF OKALOOSA**

BEFORE ME, the undersigned authority, personally appeared GEORGE R. COOK, III and MARGARET E. COOK, who are personally known to me or who provided FL. Drivers Licenses as identification and under oath acknowledged that they executed the foregoing Articles of Incorporation for the purposes set forth therein on the 1st day of May, 2006.



Samuel M. Peek
NOTARY PUBLIC, State of Florida
My Commission Expires:

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act,

That COOK DISTRIBUTING, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Shalimar, County of Okaloosa, State of Florida, have named GEORGE R. COOK, III of 41 12th Street, Shalimar, Florida as the agent for Service of Process within the State of Florida.

Having been named to accept Service of Process of the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

BY: George R. Cook, III
GEORGE R. COOK, III