

F96000002927

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

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***470.75 ***470.75

SUBJECT: MLV North Florida, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Edgar E. Sheets
(Name of Person)

MLV North Florida, Inc.
(Firm/Company)

646 Anchors St. Suite 1
(Address)

Fort Walton Beach FL 32548
(City/State/Zip)

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DIVISION OF CORPORATIONS
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Should you need to call someone concerning this matter, please call:

Ed Sheets at (904) 244-3325
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. MV North Florida, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. APPLIED
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. 9 May 1996 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 9 May 1996
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 646 Anchors Street Suite 1
Fort Walton Beach, FL 32548
(Current mailing address)

8. Whole Sale Food Distributor
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Thomas E. McReynolds

Office Address: 646 Anchors Street Suite 1

FORT WALTON BEACH, Florida, 32548
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Thomas E. McReynolds
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Edgar E. Sheets

Address: 308 Miracle Strip Apt. 13D
Fort Walton Beach, FL 32548

Vice Chairman: Thomas E. McReynolds

Address: 646 Anchors St. Suite 1
Fort Walton Beach, FL 32548

Director: Don Whitney

Address: 418 Davenport Ave.
Valparaiso, FL 32580

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Edgar E. Sheets

Address: 308 Miracle Strip Apt. 13D
Fort Walton Beach, FL 32548

Vice President: Thomas E. McReynolds

Address: 646 Anchors St. Suite 1
Fort Walton Beach, FL 32548

Secretary: Don Whitney

Address: 418 Davenport Ave.
Valparaiso, FL 32580

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Edgar E. Sheets
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Edgar E. Sheets President
(Typed or printed name and capacity of person signing application)

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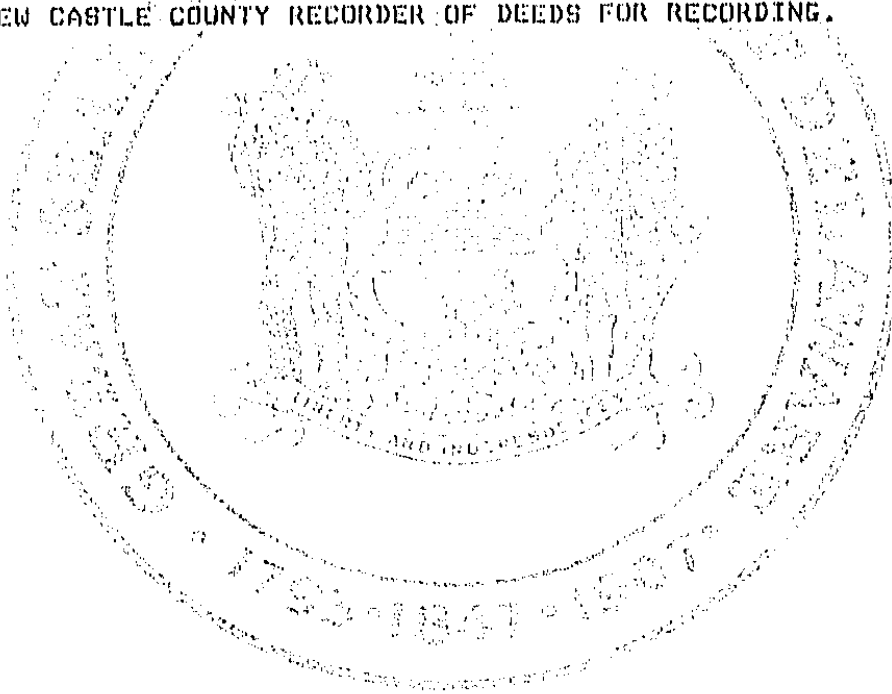
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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "MV NORTH FLORIDA, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF MAY, A.D. 1996, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7941340

DATE: 05-10-96