



THE UNITED STATES
CORPORATION
COMPANY

L98000000382

ACCOUNT NO. : 072100000032

REFERENCE : 758546 7148094

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 337.50

ORDER DATE : March 27, 1998

ORDER TIME : 11:03 AM

ORDER NO. : 758546-005

CUSTOMER NO: 7148094

800002471108--9

CUSTOMER: Mr. Joe Bendix
SALES PARTNER SYSTEMS, INC.

757 South Nova Road

Ormond Beach, FL 32174

DOMESTIC FILING

NAME: FOODSERVICE VENTURES, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 27 PM 3:13

RECEIVED
98 MAR 27 PM 1:26
DIVISION OF CORPORATION

**ARTICLES OF ORGANIZATION OF
FOODSERVICE VENTURES, L.C.**

The undersigned hereby forms and establishes a limited liability company pursuant to Chapter 608, Florida Statutes as follows:

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DIVISION OF CORPORATIONS
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ARTICLE I

The name of this limited liability company is FOODSERVICE VENTURES, L.C.

ARTICLE II

This limited liability company shall have perpetual existence from the date of filing these Articles with the Department of State unless sooner terminated as provided in the Operating Agreement.

ARTICLE III

The mailing address and street address of the principal place of business of this limited liability company is 757 South Nova Road, Ormond Beach, Florida 32174. This limited liability company may, at its discretion, change the address of its principal place of business.

ARTICLE IV

The name and street address of the initial registered agent of this limited liability company is LARRY FRANK, 757 South Nova Road, Ormond Beach, Florida 32174.

ARTICLE V

The management of this limited liability company shall be vested in the managers who shall serve until the first annual meeting of the members or until their successors have been duly elected and qualified as provided in the Operating Agreement. The name and mailing address of the manager is Sales Partner Systems, Inc., 757 South Nova Road, Ormond Beach, Florida 32174.

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ARTICLE VI

Additional members may be admitted to this limited liability company upon such terms and conditions as shall be established by the manager.

ARTICLE VII

The business of this limited liability company shall be dissolved on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in this limited liability company, unless all the managers and a majority in interest of the remaining

members consent to the continuation of the business of the limited liability company within ninety (90) days of the occurrence of any event which would otherwise terminate the existence of this limited liability company.

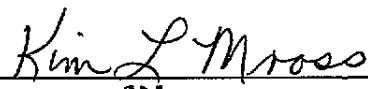
IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 15 day of January, 1998.


LARRY FRANK, Director of SALES
PARTNER SYSTEMS, Member

STATE OF FLORIDA)
)
COUNTY OF VOLUSIA)

The foregoing instrument was acknowledged before me this 15 day of January, 1998, by LARRY FRANK, who is personally known to me or who has produced Florida State Driver's License Number _____ as identification and who did () or did not (X) take an oath.

Executed this 15 day of January, 1998.


Signature of Notary
Printed Name:
My Commission Expires:
My Commission Number:



KIM L. MROSS
Notary Public, State of Florida
My Comm. Exp. July 24, 2001
Comm. No. CC 666345


**AFFIDAVIT OF
FOODSERVICE VENTURES, L.C.**

COMES NOW FOODSERVICE VENTURES, L.C., a Florida limited liability company (the "LC"), by a member, SALES PARTNER SYSTEMS, which, pursuant to Florida Statute Section 608.407(2) deposes and says:

1. The LC has at least two members.
2. The amount of capital contributions of the members is one hundred dollars (\$100).
3. The anticipated amount of the capital contributions of the members is fifty thousand dollars (\$50,000).

No non-cash property has been or will be contributed by the members.
FURTHER AFFIANT SAYETH NOT.

Dated: January 15, 1998.

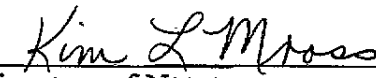


LARRY FRANK, Director of SALES
PARTNER SYSTEMS, INC., Member

STATE OF FLORIDA)
)
COUNTY OF VOLUSIA)

The foregoing instrument was acknowledged before me this 15 day of January, 1998, by LARRY FRANK, who is personally known to me or who has produced Florida State Driver's License Number _____ as identification and who did () or did not (X) take an oath.

Executed this 15 day of January, 1998.



Signature of Notary
Printed Name:
My Commission Expires:
My Commission Number:



KIM L. MROSS
Notary Public, State of Florida
My Comm. Exp. July 24, 2001
Comm. No. CC 666345

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 27 PM 3:13

**CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 27 PM 3:13

Pursuant to Chapter 48.061 and Chapter 608.407 Florida Statutes, the following is submitted:

That FOODSERVICE VENTURES, L.C., a Florida Limited liability company, with its registered office at 757 South Nova Road, Ormond Beach, Florida 32174, has named LARRY FRANK at the above address as its initial registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named registered agent to accept service of process for the above-stated limited liability company at the place designated in this Certificate, I hereby accept to act in such capacity and agree to comply with the applicable provisions of law.

By: *Larry Frank*

LARRY FRANK,
Registered Agent

STATE OF FLORIDA)
)
COUNTY OF VOLUSIA)

The foregoing instrument was acknowledged before me this 15 day of January, 1998, by LARRY FRANK, who is personally known to me or who has produced Florida State Driver's License Number _____ as identification and who did () or did not (X) take an oath.

Executed this 15 day of January, 1998.

Kim L. Mross

Signature of Notary

Printed Name:

My Commission Expires:

My Commission Number:



KIM L. MROSS
Notary Public, State of Florida
My Comm. Exp. July 24, 2001
Comm. No. CC 666345