

TRANSMITTAL LETTER

P00000001532

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: MDS' GOURMET BAKERY DELICATESAN, Inc
(Proposed corporate name - must include suffix)

700003064567--8
-12/08/99-01044-010
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FILED
99 DEC 29 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM: OLIVER LEWIS
Name (Printed or typed)
13808 CANDIDATE PL.
Address
Tampa, FL.
City, State & Zip
813-274-8234
Daytime Telephone number

~~W-28286~~

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 10, 1999

OLIVER LEWIS
13808 CANDIDATE PLACE
TAMPA, FL 33613

SUBJECT: MOS' GOURMET BAKERY & DELICATESAN, INC
Ref. Number: W99000028206

We have received your document for MOS' GOURMET BAKERY & DELICATESAN, INC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 999A00058164

ARTICLES OF INCORPORATION

(A Corporation for Profit)

99 DEC 29 AM 9:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation pursuant to the laws of the State of Florida and do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is **MOS' GOURMET BAKERY & DELICATESAN, INC.** located at 13808 Candidate Pl., Tampa, Fl. 33613.

ARTICLE II

Duration of Corporation

This corporation is to exist perpetually.

ARTICLE III

General Purposes

The general nature of the business to be transacted and the purpose for which the corporations is formed are:

1. To operate as a company primarily engaged in the business of baking food products.
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 forgoing business.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to issue is 10,000 of common stock, each carrying a par value of one (\$1) dollar. The corporation reserves the first right to purchase any outstanding shares of stock at fair market value.

ARTICLE V
PREEMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full Preemptive Rights to purchase any unissued or treasury shares of the corporation, convertible into carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI
REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation is Tampa, Florida 33610 and the initial registered agent at such address is **13808 CANDIDATE PLACE 33613**.

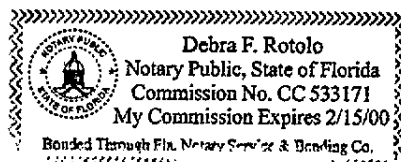
In WITNESS THEREOF, the said subscriber has hereunto, set his had and seal this 15th day of December, 19 99.


REGISTERED AGENT-INCORPORATOR

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I hereby certify that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgement, personally appeared **Oliver Lewis** to be known to be the person described in and who executed the foregoing Articles of Incorporation. WITNESS MY hand and official seal in the county and state named the 15th day of December, 19 99.


Notary Public, State of Florida



ARTICLE VII

DIRECTORS AND OFFICERS

The initial Board of directors is as follows:

Oliver Lewis
13808 Candidate PL
Tampa, FL 33613

PRESIDENT

Sharon L. Lewis
13808 Candidate PL
Tampa, Fl 33613

VICE-PRESIDENT

Oliver Lewis Jr.
13808 Candidate PL
Tampa, Fl 33613

TREASURER

Harold Gamble Sr.
3817 Miller Ave.
Tampa, Fl. 33604

MEMBER

Leroy Lewis
17309 Lynnette Dr.
Lutz, Fl 33549

MEMBER

Mary Patton
12413 Oak Cedar PL #4
Tampa, Fl 33612

MEMBER

Edna Taylor
13808 Candidate Pl
Tampa, Fl 33613

MEMBER

ARTICLE VIII

INCORPORATORS

The name and address of the incorporator is:

Oliver Lewis, Sr.
13808 Candidate PL
Tampa, FL 33610

Sharon Lewis
13808 Candidate PL
Tampa, FL 33610

ARTICLE IX

SPECIAL STOCKHOLDER'S MEETINGS

The President, Chairman of the Board, or majority of the stockholders of the corporation may call special meeting of stockholders at any time for any purpose.

ARTICLE X

The following actions shall require the affirmative action vote or written consent of the holder(s) of at least fifty-one percent (51%) of the outstanding shares of the corporate stock:

1. Amendment of these Articles of Incorporation to increase or decrease the authorized number of, or to change the designations, preferences, qualifications, limitations, restrictions, or special rights of the stock, or to create any new class or classes of stock.
2. Merger or consolidation with or into any other corporation other than a corporation wholly-owned or controlled by this corporation, or the sale, lease, conveyance, exchange, transfer, mortgage, pledge, encumbrance or other disposition of all or substantially all of the property and assets of the corporation or the voluntary dissolution, liquidation, winding-up of the corporation.

ARTICLE XI

1. All of the issued and outstanding shares of the corporation shall be made subject to restrictions and transferability by agreement among the holders of said shares. A copy of such agreement shall be kept on file at the principal office of the corporation at reasonable time during business hours.
2. Each share certificate issued by the corporation shall have printed, stamped or typed thereon, the following legend, "These shares are held subject to certain transfer restrictions imposed by agreement among the holders of such shares and by the Articles of Incorporation of the corporation."

STATE OF FLORIDA
 COUNTY OF HILLSBOURGH

FILED
 99 DEC 29 AM 9:55
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Before me a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared

Known to me and by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 15th day of December, 1999.

Debra F. Rotolo
 Notary Public, State of Florida

