

Richard & Karen Fields

SOUP 2 NUTS

17046 Pacific Ave.
Port Charlotte, FL 33953
Phone: 941-613-5917

PO00000002797

EFFECTIVE DATE
12-30-99

December 13, 1999

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

500003085815--8
-01/03/00--01061--012
*****70.00 *****70.00

SUBJECT: SOUP 2 NUTS, Inc.

Dear Sirs:

Enclosed is an original and one (1) copy of the articles of incorporation for our above mentioned Corporation and a check for \$ 70.00 to cover the filing fee.

Thank you for your prompt attention to this matter.

Very truly yours,

Richard Fields
17046 Pacific Ave.
Port Charlotte, FL 33953
Phone: 941-613-5917

FILED
00 JAN -3 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]
10-00

EFFECTIVE DATE
12-30-99

ARTICLES OF INCORPORATION
of
Soup 2 Nuts, Inc.

The undersigned, for the purposes of forming a corporation under the Florida Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE 1 NAME

The name of the corporation is:

SOUP 2 NUTS, INC.

ARTICLE 2 MAILING ADDRESS

The mailing address of the Corporation is:

17046 Pacific Ave.
Port Charlotte, FL 33953

ARTICLE 3 DURATION

The duration of the Corporation is perpetual.

ARTICLE 4 PURPOSE

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 5 CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class and shall have a \$1.00 par value.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 6 INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 17046 Pacific Ave., Port Charlotte, Florida 33953, and the name of the initial Registered Agent at that address is Richard Fields.

ARTICLE 7 INCORPORATOR

The name and address of the Incorporator is as follows:

Richard Fields	17046 Pacific Ave.
	Port Charlotte, FL 33953

ARTICLE 8 AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE 9 INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

ARTICLE 10 COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of execution by the incorporator of these Articles of Incorporation. In the event these Articles of Incorporation are not filed within the time period set forth in Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of filing by the Secretary of State.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this

30TH date of DECEMBER, 1999.

Richard Fields

Richard Fields, Incorporator

**STATE OF FLORIDA
COUNTY OF CHARLOTTE**

On this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Richard Fields, who is personally known to me and whose name is subscribed to the within instrument, and acknowledged that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 30TH day of DECEMBER, A.D., 1999.

Marion V. Gould

Notary Public - State of Florida



Marion V. Gould
MY COMMISSION # CC807792 EXPIRES
March 6, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Soup 2 Nuts, Inc. which is contained in the foregoing Articles of Incorporation, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 30 day of DEC, 1999.

Richard Fields

Richard Fields, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA