Robert A. Rosenberg

ATTORNEY AT LAW

28960 U.S. 19 NO[illegible] SUITE 100
CLEARWATER, FL[illegible] 33761

OFFICE (727) 771-8787
FAX (727) 781-13[illegible]

P00002314

Feb[illegible] 24, 2[illegible]0

TRANSMITTAL LETTER

000003150660--3
-02/29/00--01003--009
*****70.00 *****70.00

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

SUBJECT: Fleming Industries, Inc.

Enclosed please find an original and one (1) copy of the Articles of Incorporation, for the above corporation and check in the amount of $70.00

FROM: ROBERT A. ROSENBERG, ESQUIRE
28960 U.S. 19 NORTH, SUITE #100
CLEARWATER, FLORIDA 33761

(727) 771-8787
Telephone Number

FILED
00 FEB 28 AM 11:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PLEASE SEND COPY TO:

ROBERT A. ROSENBERG, ESQUIRE
28960 U.S. HIGHWAY 19 NORTH
SUITE #100
CLEARWATER, FLORIDA 33761

Telephone Number
(727) 771-8787

Fax Number
(727) 781-1387

3/1

No copy

FILED
00 FEB 28 AM 11:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
FOR
FLEMING INDUSTRIES, INC.

ARTICLE I – NAME

The name of this corporation shall be Fleming Industries, Inc.

ARTICLE II – DURATION

The duration of the corporation shall be perpetual.

ARTICLE III – PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business under Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE IV – AUTHORIZED STOCK

The corporation is authorized to issue Fifty Thousand (50,000) shares of No Par Value stock.

ARTICLE V – INITIAL REGISTERED AGENT

The name of the initial registered agent of the corporation is Norman F. Whitbeck. The street address of the initial registered office of the corporation for service of process shall be 1350 Snell Isle Blvd. NE, Unit 4, St. Petersburg, FL 33704-2460

ARTICLE VI – INITIAL BOARD OF DIRECTORS

The corporation initially shall have one director. The number of directors may be increased or decreased from time to time in accordance with the bylaws, provided that the number of directors shall not be less than one person at any time. The name and address of the initial directors of the corporation are:

Norman F. Whitbeck	1350 Snell Isle Blvd. NE, Unit 4 St. Petersburg, FL 33704-2460

ARTICLE VII – INCORPORATOR

The name and address of each incorporator of the corporation is

Norman F. Whitbeck — 1350 Snell Isle Blvd. NE, Unit 4
St. Petersburg, FL 33704-2460

ARTICLE VIII – PRINCIPAL OFFICE ADDRESS

The initial principal office and mailing address of the corporation shall be 1350 Snell Isle Blvd. NE, Unit 4, St. Petersburg, FL 33704-2460. The corporation reserves the privilege of having branch or other offices at places within or without the State of Florida.

ARTICLE IX – BY LAWS

The initial bylaws of the corporation shall be adopted by the board of director(s) at the organizational meeting. Thereafter the power to adopt, alter, amend, or repeal the bylaws shall be vested in the shareholders of the corporation.

ARTICLE X – POWERS

The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE XI – PRE-EMPTIVE RIGHTS

No holder of stock of the corporation of any class shall have any preferential, pre-emptive or other right to subscribe for or to purchase from the corporation any stock of the corporation of any class, whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities which the corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

ARTICLE XII – AMENDMENT OF ARTICLES

The corporation reserves the right to amend, alter, change, or repeal any provision or provisions contained in these Articles or Incorporation, or any amendment thereto, in accordance with the laws of the State of Florida as amended from time to time. All rights conferred upon the shareholder of the corporation are granted subject to this reservation.

ARTICLE XIII – COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence for the above-named corporation shall be the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of February, 2000

Norman F. Whitbeck

Norman F. Whitbeck

STATE OF FLORIDA

COUNTY OF HERNANDO

The foregoing instrument was acknowledged before me this 24th day of February, 2000, by Norman F. Whitbeck, who is personally known to me or who has produced FL Drivers Lic. (type of identification) as identification.

Signature of Person Taking Acknowledgment

Robert A. Rosenberg
My Commission CC793080
Expires January 1, 2003

(NOTARY SEAL)

Printed Name of Acknowledger

NOTICE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to Section 607.0501, Florida Statutes, the undersigned herby accepts designation as the initial registered agent for Fleming Industries, Inc., a Florida corporation, and hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation this 24th day of February, 2000.

Norman F. Whitbeck

Norman F. Whitbeck
1350 Snell Isle Blvd. NE, Unit 4
St. Petersburg, FL 33704-2460

FILED
00 FEB 28 AM 11:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA