

P.000000 260.30

DIAL & ASSOCIATES, INC.

229 Avenue K, S.E. • Winter Haven, Florida 33880
(863) 293-8888

P. O. BX 1231 - 33882

700003162497--8
-03/08/00--01070--019
*****70.00 *****70.00

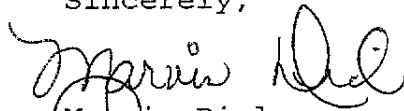
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

To Whom It May Concern:

We are submitting the Articles of Incorporation for
Mountain Falls, Inc. along with
our check for \$70.00.

If you have any questions, please contact us at (941)
293-8888.

Sincerely,


Marvin Dial
Accountant

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAR - 8 PM 12:51

FILED

F. CHESN

MAR 1 4 2000

ARTICLES OF INCORPORATION

OF

MOUNTAIN FALLS, INC.

FILED
00 MAR - 3 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of beginning a Corporation under the laws of the State of Florida, Chapter 607, General Corporation Act, providing for the formation, liabilities, rights, privileges, and immunities of a Corporation for profit generally and hereby makes, subscribes, acknowledges and files these Articles for the purpose of becoming a Corporation under the laws of the State of Florida.

ARTICLE I

Name of Corporation

The name of this Corporation shall be:

MOUNTAIN FALLS, INC.

ARTICLE II

General Nature of Business

The general nature of the business to be transacted by this Corporation shall be:

DISTRIBUTOR OF CONSUMER FOOD PRODUCTS

(1) To engage generally in the business of (2) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conducts, perform, make, borrow, guarantee, contract in respect of, trade, and deal in, sell, exchange, let, lend export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing) deal in and with property of every kind and character, real, personal, or mixed, tangible, intangible,

wherever situated and however held, including but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm, or corporation, foreign or domestic or of any government or subdivision of agency thereof, documents of title, and accompanying rights, and every kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, powers or privileges granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

(3) To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

(4) To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation and to guarantee contracts and other obligations.

(5) To let concessions to others to do any of the things that this Corporation is empowered to do and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

(6) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interest of this corporation, and to do all things specified in the Florida Statutes and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE III

Capital Stock

The total number of shares of stock which the Corporation shall have authority to issue is 10,000 shares of common stock with a par value of one (\$1.00) dollar per share.

ARTICLE IV

Initial Capital

The amount of capital with which the corporation will begin business is Five Hundred (\$500.00) Dollars.

ARTICLE V

Term of Existence

This organization is to exist perpetually.

ARTICLE VI

Registered Office

The initial registered office address of the Corporation in the State of Florida is 424 FLAGLER RD., SE, WINTER HAVEN, FL 33884 and the Registered Agent at this address is DAVID G. WORKMAN.

ARTICLE VII

Directors

The number of directors of this Corporation shall be one (1) initially. The number of directors may be increased or decreased from time to time but shall never be less than one nor more than fifteen. The name and street address of the initial member(s) of the First Board of Directors, who shall hold office for the first year of the Corporation or until their successors are elected or appointed and have qualified are:

David G. Workman
424 Flagler Rd., SE
Winter Haven, FL 33884

ARTICLE VIII

Subscribers

The name and street address of the Subscriber(s) are:

David G. Workman
424 Flagler Rd., SE
Winter Haven, FL 33884

ARTICLE IX

Officers

The officers of this corporation shall be a President, Vice President, Treasurer and Secretary, and such other officers, agents and factors as may be deemed necessary, shall be chosen in such manner and hold their offices for such terms and have such powers and duties as any be prescribed by the By-Laws or determined by the Board of Directors.

ARTICLE X

Amendment


This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation by a vote of its Board of Directors in the manner prescribed by law.

ARTICLE XI

Commencement of Business;
Books and Records

This corporation shall commence business on the and the books and records of the corporation shall be kept on a December 31st calendar year end.

IN WITNESS THEREOF, we, the undersigned subscriber(s) and incorporator(s) have hereunto set our hand(s) and seal(s) this 6th day of March, 2000, for the purpose of forming this corporation under the laws of the State of Florida, and we hereby make and file in the office of the Secretary of the State of Florida these Articles of Incorporation and certify that the facts contained herein are true.

 (seal)

STATE OF FLORIDA

COUNTY OF

BEFORE ME, the undersigned authority, personally appeared David G. Workman, who is to me well known to be the person(s) described in and who subscribed the above and foregoing Articles of Incorporation and they freely and voluntarily acknowledged before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal at Winter Haven, Polk County, Florida, this 6th day of March, 2000.



Notary Public
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST--that MOUNTAIN FALLS, INC, desiring to organize under the laws of the State of Florida with its principal office, as indicated on the Articles of Incorporation at 424 Flagler Rd, SE, Winter Haven, FL 33884, Polk County of Florida has named David G. Workman as its agent to accept service of process within this state.

ACKNOWLEDGEMENT;

Having been named to accept service of process for the above stated corporation, at the place designated in the certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



-6-

00 MAR -8 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED