

PO10000017773

Transmittal Letter

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

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-02/08/01--01121--005
*****78.75 *****78.75

SUBJECT: S.L.S. Foods
(Proposed corporate name - must include suffix)

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

q\$70.00
Filing Fee

q\$78.75
Filing Fee
& Certificate

q\$122.50
Filing fee
& Certified Copy

q\$131.25
Filing fee,
Certified Copy,
& Certificate

Additional Copy Required

FROM: Steven B. Scholman
Name (printed or typed)
3639 Crazy Horse Tr
Address
St. Augustine FL 32086
City, State & Zip
904 - 797-6380
Daytime Telephone Number

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

505
W01-3153

FILED
2001 FEB 16 PM 1:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

152/10/01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED

2001 FEB 16 PM 1:38

SECRETARY OF STATE
TALLAHASSEE FLORIDA

February 9, 2001

STEVEN B. SCHULMAN
3639 CRAZY HORSE TRAIL
ST. AUGUSTINE, FL 32086

SUBJECT: S.L.S. FOODS
Ref. Number: W01000003153

We have received your document for S.L.S. FOODS. However, the document has not been filed and is being returned for the following:

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 801A00008121

Articles of Incorporation

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The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I: NAME

The name of the corporation shall be:

S.L.S. Foods, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3639 Crazy Horse Trail
St. Augustine Florida
32086

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100

ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Steven B. Schulman
3639 Crazy Horse Trail
St Augustine FL 32086

ARTICLE V: INCORPORATOR(S)

See instructions for officers/directors.

The name(s) and street addresses of the incorporator(s) to these Articles of Incorporation is (are):

Sharon L. Peterson-Schulman & Steven B. Schulman
3639 Crazy Horse Trail
St. Augustine FL 32086

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this
7 day of February, 2001.

(An additional article must be added if an effective date is requested.)

Sharon D. Schalm, Ph.D.
Signature

HBSH
Signature

Signature

Notarization is not required.

Note: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

Filing Fee \$70.00

Stock Subscription Agreement

FOR VALUE RECEIVED, the undersigned parties hereby agree to subscribe to the capital stock of a corporation to be formed in the state of Florida for the purpose of Ownership and to be named SLS Foods Inc. The corporation will have an initial capital of \$ 50,000.00 with 100 shares of Common Stock with a par value of \$ 10.00 per share. We agree to subscribe to the number of shares designated as follows and to pay cash or property as stipulated:

| Name | Number of Shares | Cash or Property |
|-----------------------------------|------------------|------------------|
| <u>Sharon L Peterson-Schulman</u> | <u>2</u> | <u>20.00</u> |
| <u>Steven B Schulman</u> | <u>2</u> | <u>20.00</u> |
| | | |
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| | | |

The payment for said shares shall be made within 10 days of the commencement of existence of the corporation.

This agreement shall be considered among the parties and shall additionally be enforceable by the corporation when formed.

IN WITNESS WHEREOF, the parties hereto have affixed their hands and seals on this the 1 day of February 2001.

Sharon L Peterson-Schulman (Seal)

St B Schulman (Seal)

(Seal)

(Seal)

Minutes of the First Meeting of the Incorporators

SLS Foods

Name of Corporation

The first meeting of the incorporators was held at 5 o'clock A.M./P.M. on the 7 day of Feb, 2001, at 3639 Crazy Horse Trail, city of St. Augustine, state of Florida.

The following incorporators were present in person at the meeting:

| Name | Address | Number of Shares |
|------------------------------------|--|------------------|
| <u>Sharon L. Petersen-Schulman</u> | | <u>2</u> |
| <u>Steven B. Schulman</u> | <u>3639 Crazy Horse Trail</u> <u>St. Augustine FL 32086</u> | <u>2</u> |

The above persons constitute all of the incorporator of the corporation. Sharon L. Petersen-Schulman was elected as Chairman, and Steven B. Schulman as Secretary of the meeting.

The Secretary presented a written Waiver of Notice of the First Meeting of Incorporators, signed by all the incorporators. The Secretary was directed to include said waiver in the minute book.

The Secretary next presented and read a copy of the Articles of Incorporation of the corporation, which was filed with the state on 7 Feb, 2001. The Secretary was directed to include a copy of the Articles of Incorporation in the minute book as the first document appearing therein.

The Secretary next presented and read the proposed bylaws for the corporation.

The bylaws were unanimously approved, with the directors granted the power to adopt new and amend existing bylaws without the approval of the shareholders, unless inconsistent with provisions of the corporate laws of the state of Florida, and the Secretary was directed to include a copy of the bylaws in the minute book.

The corporate seal was presented to the incorporators and approved, and the Secretary was directed to place an imprint of the corporate seal at the bottom of these minutes.

The proposed stock certificate form was presented to the incorporators and approved, and the Secretary was directed to include a copy of the stock certificate in the minute book.

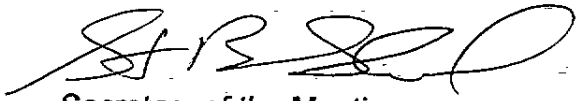
The following were nominated for directors of the corporation:

| Name | Address |
|----------------------------|-----------------------|
| Sharon L Peterson-Schulman | 3639 Crazy Horse Tr |
| Steven B Schulman | St Augustine FL 32086 |

to serve from the date of election until their respective successors shall be elected and qualified. No further nominations were made. The incorporators then unanimously elected the nominees as directors.

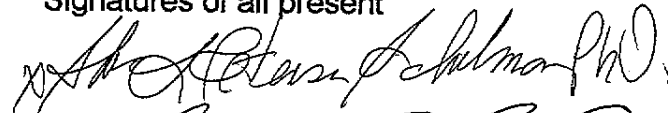

The incorporators next unanimously voted to authorize the Board of Directors to issue the share of capital stock as authorized by the Articles of Incorporation in such amounts and for such consideration in cash, property, or services as from time to time the Board of Directors may determine and as may be allowed by laws.

Upon motion duly made, seconded and unanimously approved, the meeting was adjourned.


Secretary of the Meeting

Approval of minutes

Signatures of all present

x 
x 

**Certificate of Designation of
Registered Agent/Registered Office**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.


1. The name of the corporation is:

J.L.S. Foods, Inc.

2. The name and address of the registered agent and office is:

Steven B Scholman
(Name)
3639 Crazy Horse Trail
(P.O. Box or Mail Drop Box NOT Acceptable)
St Augustine FL 32086
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

7 February 2001
(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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TALLAHASSEE FLORIDA