

PO1000024175



ACCOUNT NO. : 072100000032

REFERENCE : 068621 134074A

AUTHORIZATION :

Patricia Paynter

COST LIMIT : \$ 78.75

FILED
2001 MAR -7 PM 4:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : March 7, 2001

ORDER TIME : 10:09 AM

ORDER NO. : 068621-005

CUSTOMER NO: 134074A

CUSTOMER: Ms. Diane Israel
Saraga & Lipshy, P.a.
201 Northeast First Avenue
Delray Beach, FL 33444

300003810073--8

DOMESTIC FILING

NAME: ~~RANDI FOODS, INC.~~

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris - EXT. 1137

EXAMINER'S INITIALS:

2544
1001-5214

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

RESUBMIT

Please give original
submission date as file date.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

March 7, 2001

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: RANDI FOODS, INC.
Ref. Number: W01000005214

We have received your document for RANDI FOODS, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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: 701A00013957

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ARTICLES OF INCORPORATION

OF

RANDI FOODS OF PALM BEACH, INC.

FILED

2001 MAR -7 PM 4: 55

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned files these Articles of Incorporation for the purpose of forming a Corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, privileges, rights and immunities of a corporation for profit, and does hereby organize the Corporation with the name set forth below and adopts the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is **RANDI FOODS OF PALM BEACH, INC.**

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose for which the Corporation is organized is the transaction of any or all lawful business under the Florida General Corporation Act (the "Act").

ARTICLE IV

The aggregate number of all classes of stock which the Corporation has authority to issue is 1,000 shares, no par value.

ARTICLE V

No shareholder shall have any preemptive right whatsoever, and cumulative voting shall not be permitted.

ARTICLE VI

The principal place of business of the Corporation shall be Palm Beach County, Florida, and its mailing address shall be:

23346 Torre Circle
Boca Raton, Florida 33433

ARTICLE VII

The name of the registered agent and the street address of the initial registered office of the Corporation is:

BARBARA PRINCE
23346 Torre Circle
Boca Raton, Florida 33433

ARTICLE VIII

The names and street addresses of the initial officers and directors, who shall hold office until the first meeting of the shareholders or until a successor shall have been elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert Grillo, President/Secretary/Director	23346 Torre Circle Boca Raton, Florida 33433
Barbara Prince, Vice President/Treasurer/Director	23346 Torre Circle Boca Raton, Florida 33433

The number of directors may be increased or decreased from time to time by amendment to the By-Laws of the Corporation, provided that the Corporation shall at all times have at least one director.

ARTICLE IX

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE X

The names and address of the Incorporator of the Corporation is as follows:

NAME

ADDRESS

Barbara Prince

23346 Torre Circle
Boca Raton, Florida 33433

IN WITNESS WHEREOF, I have hereunto set my hand this 6th day of March, 2001.

INCORPORATOR

Barbara Prince
BARBARA PRINCE

STATE OF FLORIDA

)

) SS

COUNTY OF PALM BEACH

)

The foregoing instrument was acknowledged before me this 6th day of March, 2001 by BARBARA PRINCE, who is personally known to me or who has produced _____ as identification.

Robert S. Saraga
Notary Public



CERTIFICATE OF DESIGNATION
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 RANDI FOODS OF PALM BEACH, INC.
2. The name and address of the registered agent and office is:

BARBARA PRINCE
23346 Torre Circle
Boca Raton, Florida 33433

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.

By: *Barbara Prince*
Barbara Prince
(Name signing as registered agent)

Dated: March 5th, 2001

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SECRETARY OF STATE
TALLAHASSEE FLORIDA