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REFERENCE : 109324 7531B

AUTHORIZATION :

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FILED  
2001 APR -9 PM 4:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ORDER DATE : April 9, 2001

ORDER TIME : 2:37 PM

ORDER NO. : 109324-005

CUSTOMER NO: 7531B

700003973477--0

-04/10/01--01008--004

\*\*\*\*\*78.75 \*\*\*\*\*78.75

CUSTOMER: Mr. Clinton Crabtree  
General Business Services Inc.

P. O. Box 2485

Brandon, FL 33509

DOMESTIC FILING

NAME: M J FOOD STORE INC

EFFECTIVE DATE:

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: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

RECEIVED  
01 APR 10 2001 PM 4:37  
TALLAHASSEE FLORIDA  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION OF**

**M J FOOD STORE INC**

**FILED**

**2001 APR -9 PM 4:40**

I, THE UNDERSIGNED INCORPORATOR, DO HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE, AND FILE WITH THE STATE OF FLORIDA, THESE ARTICLES OF INCORPORATION FOR THE PURPOSE OF FORMING A CORPORATION FOR PROFIT, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE SAID STATE OF FLORIDA, PROVIDING FOR THE FORMATION, RIGHTS, PRIVILEGES, IMMUNITIES AND LIABILITIES OF CORPORATIONS FOR PROFIT.

**ARTICLE I NAME**

THE NAME OF THIS CORPORATIONS SHALL BE **M J FOOD STORE INC**

**ARTICLE II DURATION**

THIS CORPORATION SHALL EXIST PERPETUALLY, UPON FILING WITH THE SECRETARY OF STATE.

**ARTICLE III TYPE OF BUSINESS**

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA'S GENERAL CORPORATION ACT.

**ARTICLE IV CAPITAL STOCK**

THE TOTAL NUMBER OF SHARES AUTHORIZED TO BE ISSUED BY THE CORPORATION IS 7000 SHARES WITH A PAR VALUE OF \$1.00 PER SHARE. ALL OF SAID SHARES SHALL BE COMMON STOCK. SAID STOCK SHALL BE PAID FOR IN CASH, SERVICES OR PROPERTY, AS THE BOARD OF DIRECTORS MAY APPROVE OR PROVIDE FOR. ALL SHARES SHALL BE FULLY PAID AND NON ASSESSABLE.

**ARTICLE V CAPITAL**

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL COMMENCE BUSINESS WILL BE **\$500.00**

**ARTICLE VI INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE**

THE STREET ADDRESS OF THE INITIAL REGISTERED PRINCIPAL OFFICE OF THIS CORPORATION IS **4141 SUNNEY VIEW DRIVE, LAKELAND FL 33813** THE NAME OF THE REGISTERED AGENT AT THAT ADDRESS IS **SAJI MATHEW** THIS IS ALSO THE PRINCIPAL OFFICE ADDRESS.

**ARTICLE VII DIRECTORS**

THE CORPORATION SHALL HAVE ONE DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS SHALL NOT BE LESS THAN ONE NOR MORE THAN FIVE. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY A MAJORITY VOTE OF THE STOCKHOLDERS.

## **ARTICLE VIII BOARD OF DIRECTORS**

THE NAME AND ADDRESS OF EACH OF THE INITIAL MEMBERS(S) OF THE BOARD OF DIRECTORS ARE AS FOLLOWS:

SAJI MATHEW 4141 SUNNEY VIEW DRIVE LAKELAND FL 33813

## **ARTICLE IX INCORPORATORS**

THE NAME(S) AND ADDRESS OF EACH OF THE INITIAL SUBSCRIBERS(S) SIGNING THESE ARTICLES IS AS FOLLOWS:

SAJI MATHEW 4141 SUNNEY VIEW DRIVE LAKELAND FL 33813

## **ARTICLE X BYLAWS**

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BYLAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS

## **ARTICLE XI ADOPTION OF BY LAWS**

AN ORGANIZATIONAL MEETING OF THE SUBSCRIBERS OR THEIR ASSIGNS SHALL BE HELD, AT THE CALL OF THE DIRECTOR(S), FOR THE PURPOSE OF COMPLETING THE ORGANIZATION OF THE CORPORATION AND THE ADOPTION OF THE BYLAWS AND THE TRANSACTION OF SUCH OTHER BUSINESS AS MAY COME BEFORE THE MEETING.

## **ARTICLE XII AMENDMENT**

THE CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, IN A MANNER AS PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDERS' MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL THE DIRECTORS AND ALL THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE. ANY RIGHTS CONFERRED UPON THE SHAREHOLDER IS SUBJECT TO THIS RESERVATION.

## **ARTICLE XIII TERMS OF ISSUING STOCK**

STOCK TO BE ISSUED PURSUANT TO THESE ARTICLES OF INCORPORATION SHALL BE ISSUED UNDER THE TERMS, PROVISIONS, AND CONDITIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE.


## **ARTICLE XIV RESTRICTIONS ON TRANSFER OF STOCK**

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS IN THE AMOUNTS SET OPPOSITE THEIR NAMES:

SAJI MATHEW.....500

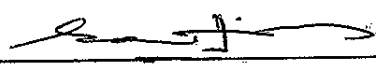
SHARES HELD BY THE INITIAL SHAREHOLDERS LISTED ABOVE MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS OR CORPORATIONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS OF SUCH OFFER, AND THE TIME WITHIN WHICH SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL THE SHAREHOLDERS AND THIS CORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY NAME AND AFFIXED MY SEAL TO THESE ARTICLES OF INCORPORATION ON THIS 3rd DAY OF APRIL, 2001

  
SAJI MATHEW

CERTIFICATE DESIGNATING THE PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN THIS STATE, NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED  
PURSUANT TO CHAPTER 48.091 OF THE FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPLE  
OFFICE OF BUSINESS LOCATED AT CITY OF LAKE LAND, COUNTY OF POLK, STATE OF FLORIDA,  
HAS NAMED SAJI MATHEW AS ITS AGENT TO ACCEPT SERVICE OF PROCESS  
WITHIN THAT STATE. ACKNOWLEDGEMENT: HAVING BEEN NAMED TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF  
SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

  
SAJI MATHEW

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA