

CORPORATE  
ACCESS,  
INC.

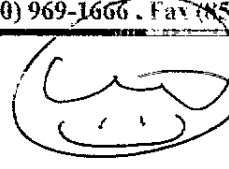
236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.) Prime Foods of Florida  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
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DIVISION OF CORPORATION  
01 MAY 24 AM 10:05

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J. BRYAN MAY 24 2001



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 24, 2001

CORPORATE ACCESS, INC.  
236 E. 6TH AVE.  
TALLAHASSEE, FL 32303

SUBJECT: PRIME FOODS OF FLORIDA, INC.  
Ref. Number: W01000011854

We have received your document for PRIME FOODS OF FLORIDA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6929.

Joey Bryan  
Document Specialist  
New Filing Section

Letter Number: 101A00032052

**ARTICLES OF INCORPORATION OF**

**PRIME FOODS OF SOUTH FLORIDA, INC.**

**ARTICLE I. NAME**

**The name of this Corporation shall be: PRIME FOODS OF SOUTH FLORIDA, INC.**

**ARTICLE II. COMMENCEMENT & DURATION**

**The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.**

**ARTICLE III. PURPOSE**

**This corporation is being organized for the purpose of conducting any business authorized under the laws of the State of Florida.**

**ARTICLE IV. CAPITAL STOCK**

**This corporation shall have the authority to issue 100 shares of common capital stock with a par value of one (\$1.00) per share.**

**ARTICLE V. PREEMPTIVE RIGHTS**

**Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rate share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which shares are offered to others.**

**Hodkin & Ostrow, P.A.  
7900 Glades Road, Suite 650, Boca Raton, Florida 33434 Telephone (561-477-5755)  
Michele J. Hodkin, Esquire-Florida Bar Number 974455**

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TALLAHASSEE, FLORIDA

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## **ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge or encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation, at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails to accept, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by the corporation shall carry the following legend:

**"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."**

## **ARTICLE VII: INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board of Directors shall be one

(1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as the members of the initial Board of Director(s) are:

Todd Stone, President 785 South Congress, Delray Beach, Florida 33445

**ARTICLE VIII INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, to the full extent permitted by law.

**ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of the corporation's principal office and the address of this corporation's initial registered office shall be: 785 South Congress, Delray Beach, FL 33445. The name of the individual who shall serve as this corporation's initial registered agent at the address is: Todd Stone.

**ARTICLE X. INCORPORATOR**

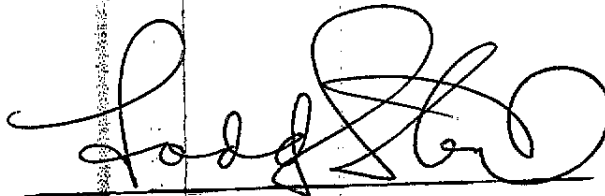
The name and address of the individual who shall serve as this corporation's incorporator is: Todd Stone 785 South Congress, Delray Beach, Florida 33445.

**ARTICLE XI. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments thereto. Any rights conferred upon the shareholders shall be the subject to this reservation.

  
Todd Stone, Incorporator

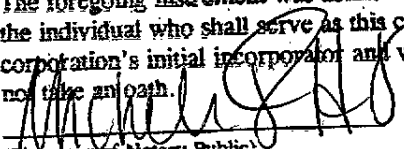
I, TODD STONE accept my designation as resident agent and agree to serve as the resident agent of PRIME FOODS OF SOUTH FLORIDA INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent.



**TODD STONE**  
Registered Agent

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 13 day of May, 2001 by TODD STONE as the individual who shall serve as this corporation's initial registered agent and who shall be the corporation's initial incorporator and who has produced a current driver's license as identification and did not take an oath.

  
(Signature of Notary Public)

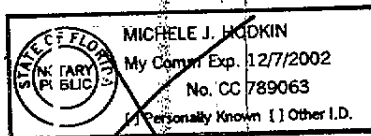
Michele J. Hodkin

(Printed name of Notary Public)

Notary Public. Serial Number (if any):

My commission expires:

Seal:



SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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