

TRANSMITTAL LETTER

PO1000059897

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

500004417255-4
-06/13/01--01038--006
*****78.50 *****78.50

SUBJECT : Fresh Foods Distributors, Inc.
(Proposed corporate name - must include suffix)

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

\$78.50
Filing Fee & Certificate

\$122.50
Filing Fee & Certified Copy

FROM : Roland Khalil
Name
5702 Diodora Way # 4
Street Address
Tampa Florida 33615
City, State & zip
(813) 496 - 8792
Daytime Phone Number

FILED
01 JUN 13 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK JUN 15 2001

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

7

ARTICLES OF INCORPORATION

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.

ARTICLE I NAME

The name of the corporation shall be :

Fresh Foods Distributors, Inc.

ARTICLE II PRINCIPAL OFFICE

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

*5702 Diodora Way # 4
Tampa Florida 33615*

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is **(1000) one thousand shares of one dollar (\$1.00) par value common stock, which shall be designated "COMMON STOCK"**.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is :

*Roland Khalil
5702 Diodora Way # 4
Tampa Florida 33615*

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ARTICLE V INCORPORATOR(S)


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

***Roland Khalil
5702 Diodora Way # 4
Tampa Florida 33615***

President

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this

29 th day of May 2001



Signature

Signature

Signature

Signature

Articles of Incorporations

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT / REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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 : *Fresh Foods Distributors, Inc.*

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

 Roland Khalil
(Name)
 5702 Diodora Way # 4
(P.O.BOX "not" accepted)
 Tampa Florida 33615
(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the 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.

 Roland Khalil
Signature

 May 29, 2001
Date