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TRANSMITTAL LETTER

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

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*****87.50 *****87.50

SUBJECT: Red Cherry's Fresh Food Market, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: J. Houston Lennard
Name (Printed or typed)

2994 So. CR 395
Address

Seagrave Beach, FL 32459
City, State & Zip

850 231-9115
Daytime Telephone number

FILED
01 JUL 12 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FL 32312

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

7-16-01
WC

Articles of Incorporation

of

RED CHERRY'S FRESH FOOD MARKET, INC.

ARTICLE I

The name of the corporation shall be RED CHERRY'S FRESH FOOD MARKET, INC.

ARTICLE II

The mailing address of the principal office of the Corporation is:

2994 South CR395
Seagrove Beach, Florida 32459

ARTICLE III

The Corporation is organized pursuant to the provisions of Chapter 607 and Chapter 621 of the Florida Statutes, for the following purposes, to wit:

- a) To operate a restaurant and grocery store for the general public;
- b) To do any and all acts and things necessary, convenient, expedient, ancillary or in aid to the accomplishment of the foregoing; and
- c) To engage in any other lawful business or activity for which corporations may be organized under the for-profit corporations provisions of the Florida Statutes.

ARTICLE III

The Corporation has the authority to issue a maximum of ten thousand (10,000) shares of common stock at a \$1.00 par value.

ARTICLE IV

The Corporation shall have perpetual duration

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TALLAHASSEE, FLORIDA

ARTICLE V

The Corporation shall not commence business until it has received a minimum funding of Five Hundred Dollars (\$500.00) in payment of the issuance of the shares of stock.

ARTICLE VI

The initial registered office of the Corporation shall be at 8563 North Highway 85, Laurel Hill, Florida 32567-2325. The initial registered agent of the Corporation at such address shall be Charles Lennard.

ARTICLE VII

The initial Board of Directors shall consist of two (2) members, the names and addresses of which are:

J. Houston Lennard
31 Chivas Lane
Seagrove Beach, Florida 32459

Celeste C. Lennard
31 Chivas Lane
Seagrove Beach, Florida 32459

ARTICLE VIII

The name and address of the incorporator is:

J. Houston Lennard
31 Chivas Lane
Seagrove Beach, Florida 32459

ARTICLE X

Shareholders of the Corporation shall have no preemptive rights to acquire additional shares of the Corporation, except as provided by the corporate bylaws.

ARTICLE XI

The Corporation may, by resolution of its Board of Directors, purchase its own shares to the extent of unreserved and unrestricted capital surplus available for the purchase.

ARTICLE XII

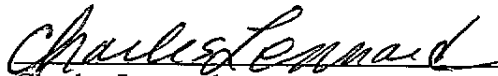
The Board of Directors of the Corporation may, from time to time and at its discretion, distribute to its shareholders out of capital surplus of the Corporation, a portion of its assets.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this the 9th day of July, 2001.



J. Houston Lennard,
Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity. This the 9th day of July, 2001.



Charles Lennard,
Registered Agent