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TRANSMITTAL LETTER

August 10, 2001

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

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*****78.75 *****78.75

SUBJECT: FOOD 4 HEALTH, INC.

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
& Certified of Status

FROM:

UCR ASSOCIATES, INC.

Name (printed or typed)

6500 Forest City Road

Address

Orlando, FL 32810

City, State & Zip

(407) 523-0020

Daytime Telephone number

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION 01 AUG 21 PM 12:54

OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

FOOD 4 HEALTH, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FOOD 4 HEALTH, INC.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in all lawful activities or business permitted under the laws of the United States and of the State of Florida, or any other state, country, territory or nation.

To market, contract and/or transact food and health business of any kind. To grow, acquire, transport food products. To market, buy, sell, trade and generally deal in food and health products and related services.

To engage in import and export of and any other commodities related to the food and health.

To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount and with any person, firm, association or corporation; to draw make accept endorse, discount, issue, and execute promissory notes, warrants, and other negotiable or transferable interests.

To purchase or otherwise acquire, to own, hold, use, enjoy, sell, assign and transfer, exchange or otherwise dispose of, deal in, or deal with personal property of every kind and description without limit as to the amount thereof and wherever the same may be situated.

To borrow and to loan money, to give and to receive evidence of indebtedness and security therefore; to draw, make, accept, endorse, execute and issue promissory notes, warrants and other debentures of the corporation, or otherwise to make guarantees of every kind and secure any or all obligations of the corporation by mortgage and deed or otherwise.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be as follows: Twenty Thousand (20,000) shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the board of directors, and may take the form of services rendered, cash, property, or any other from deem satisfactory by the board of directors.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually unless dissolved by law.

ARTICLE VI. ADDRESS

The initial street address of the principal office of the corporation in the State of Florida shall be located at; 705 Busbee Ave, Suite C, Apopka FL 32703. The board of directors may from time to time move the principal office to any other place or places as may be designated by the board of directors.

ARTICLE VII. DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one. The names and addresses of the initial directors of the corporation shall be:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------|--|
| Jasmine D. Caleb | 705 Busbee Ave., Suite C, Apopka, FL 32703 |
| Benedict D. Caleb | 705 Busbee Ave., Suite C, Apopka, FL 32703 |

ARTICLE VIII. DIRECTORS' POWERS

The board of directors shall have the power to fix or change salaries of the directors, as directors and as officers, to restrict the transfer of stock by stockholders, to indemnify directors and officers against liability for their good faith acts and omissions to permit contracts or other transactions between the corporation and one or more of its directors individually or business in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these articles or with any by-laws that may be adopted by the stockholders.

ARTICLE IX. SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation is:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------|--|
| Jasmine D. Caleb | 705 Busbee Ave., Suite C, Apopka, FL 32703 |
| Benedict D. Caleb | 705 Busbee Ave., Suite C, Apopka, FL 32704 |

ARTICLE X. REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the registered agent to accept service of process on behalf of the corporation in the State of Florida is: Jasmine D. Caleb, 705 Busbee Ave, Suite C, Apopka, FL 32703.

ARTICLE XI . INDEMNIFICATION

Every director, officer, employee, or agent of this corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or by reason of their being imposed upon him or her in connection with any proceedings to which he or she may be a party, or in which he or she may become involved by reason of his or her employment, or by reason of him or her being or having been a director, officer, employee, or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee or agent is adjudged liable for negligence or misconduct in the performance of his or her duties as such director, officer, employee or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which each director, officer, employee or agent is entitled.

ARTICLE XII. PREEMPTIVE RIGHTS

Every shareholder, upon sale for cash of any new stocks of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to the others.

ARTICLE XIII. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter

prescribed by law, and all rights conferred on stockholders herein are granted and subject to this reservation.

IN WITNESS WHEREOF, We, the undersigned subscriber, have hereunto set our hands and seal, this 10 day of August, 2001, for the purpose of forming this corporation under the laws of the State of Florida, and do hereby make and file in the office of the Secretary of the State of Florida these Article of Incorporation and certify that the facts herein stated are true.

Jasmine D. Caleb
Jasmine D. Caleb

Benedict D. Caleb
Benedict D. Caleb

STATE OF FLORIDA

COUNTY OF Orange

I hereby certify that on this day, before me, a notary public, duly authorized in the state and county named above to take acknowledgments, personally appeared Jasmine D. Caleb to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that the subscribed to these Articles of Incorporation.

Sworn to and subscribed before me this 10th day of Aug., 2001



Dorothy M. Faulk
Notary Public, State of Florida
Identification M. Faulk

My Commission Expires Feb. 14, 2004

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the office/registered agent, in the State of Florida.

1. The name of the corporation is:

FOOD 4 HEALTH, INC.

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

Jasmine D. Caleb, 705 Busbee Ave., Suite C, Apopka, FL 32703

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCES OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATES.

J.D. Caleb.
Signature – Registered Agent

8/10/01
Date

FILED
01 AUG 21 PM 12:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA