

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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TALLAHASSEE, FLORIDA

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Sam Carney Sales + Marketing, Inc

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____ **EFFECTIVE DATE**
- L.C. File _____ 11-16-01
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

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Signature _____

Requested by: SK
Name _____ Date 11/20/01 Time 4:25

Walk-In _____ Will Pick Up _____

J. BRYAN NOV 21 2001

ARTICLES OF INCORPORATION
of
SAM CARNEY SALES & MARKETING, INC.

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ARTICLE I. - NAME

The name of this corporation is SAM CARNEY SALES & MARKETING, INC.

ARTICLE II. - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III. - PURPOSE

EFFECTIVE DATE
11-16-01

This corporation is organized for the following purposes:

1. To operate a business engaged in the brokerage of food stuffs and related products to the grocery store industry.
2. To transact any and all lawful business.

ARTICLE IV. - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V. - CAPITAL STOCK

- A. This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "common shares."
- B. Except as otherwise provided by law or in the by-laws of the corporation, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. - PRINCIPAL OFFICE AND REGISTERED AGENT AND OFFICE

The street address and post office address of the principal office of this corporation are 190 Hanging Moss Lane, Enterprise, Florida, 32725. The name of the initial registered agent of this corporation and the address of the initial registered office of the corporation are: Samuel H. Carney, 190 Hanging Moss Lane, Enterprise, Florida, 32725.

ARTICLE VII. - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one or more than fifteen. The names and addresses of the initial directors of this corporation are:

Samuel H. Carney
190 Hanging Moss Lane
Enterprise, Florida 32725

Judy K. Carney
190 Hanging Moss Lane
Enterprise, Florida 32725

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Samuel H. Carney
190 Hanging Moss Lane
Enterprise, Florida 32725

ARTICLE IX. - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any by-laws adopted by the Board of Directors. The shareholders reserve the power to adopt by laws and to prescribe in any by-laws that such by-laws shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE X. - OFFICERS

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the by-laws of the corporation and the laws of the State of Florida as such board may deem advisable for the conduct and operation of the business of the corporation.

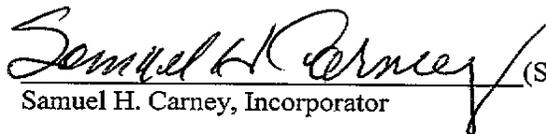
ARTICLE XI. - MEETINGS

Meetings of shareholders and directors, including the time, place, and manner of calling such meetings, shall be fixed by the by-laws of the corporation.

ARTICLE XII. - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

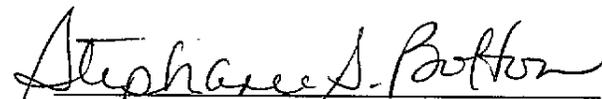
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16th day of November, 2001.

 (SEAL)
Samuel H. Carney, Incorporator

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Samuel H. Carney, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 16th day of NOVEMBER, 2001.


Notary Public, State of Florida
My Commission Expires: 10/27/01



ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VII OF THESE ARTICLES OF INCORPORATION, 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.


Registered Agent

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