

Division of Corporations

FD0000027534

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000053858 5)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : ALL FLORIDA BOOKKEEPING SERVICES, INC.
Account Number : I19990000097
Phone : (954) 430-7675
Fax Number : (954) 430-7674

RECEIVED
03/10/02
FILED
2002 MAR 12 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Florida's Finest Deli Distributors Inc.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

MAR 12 2002

7

Fax Audit Number H02000053858 5

1

**ARTICLES OF INCORPORATION
OF
FLORIDA'S FINEST DELI DISTRIBUTORS INC.**

03/10/02

The undersigned subscriber(s) to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE 1. - NAME

The name of this corporation is: **FLORIDA'S FINEST DELI DISTRIBUTORS INC.**

ARTICLE 11. - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

- a) To engage in the buying and selling of any and all types of commercially traded products, within the United States or the purchasing and sales can be a world wide activity and to engage in any and all functions, services and/or ancillary, thereto, and to do all other things which may be desirable to achieve the purposes aforesaid and to operate a successful business.
- b) To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in, and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.
- c) To conduct business in, have one or more officers in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states, districts, territories, countries and colonies.
- d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers, or corporate property or other instruments to secure payment of corporate indebtedness as required.
- e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- f) To acquire by purchase, subscribers or otherwise, and to receive, hold, own, guarantee, sell assign, exchange, underwrite, transfer, mortgage, pledge, or otherwise dispose of or deal in or with any of the shares of the capital stock or any voting trust certificates in respect of the shares of capital stock, script, warrants, rights, bonds, debentures, notes, trust

Fax Audit Number H02000053858 5

FILED
2002 MAR 12 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit Number H02000053858 5
2

receipts, and other securities, obligations, chooses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts, or persons, public or private, or by the government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency and as owner thereof to possess and exercise all the rights powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvements and enhancement in value thereof.

- g) In general, to carry on any other business in connection with the foregoing, and to have and exercise all powers conferred by the Laws of Florida upon corporations formed under its Laws, and to do any or all things herein before set forth to the same extent as natural persons might or could do.

ARTICLE 11L - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is:

Seven Thousand Five Hundred (7500) shares Common Stock
\$1.00 par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation or be fixed by the incorporators or by the directors as a meeting called for such purpose.

ARTICLE 1V. - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than:

Five Hundred (\$500.00) Dollars.

ARTICLE V. - TERMS OF EXISTENCE

This Corporation is to exist perpetually.

The effective date of this corporation shall be March 10, 2002

Fax Audit Number H02000053858 5

Fax Audit Number H02000053858 5

3

ARTICLE VI. - ADDRESS

The initial address of this corporation in the State of Florida is:

3220 SE 18th Court
Ocala, FL 34471

The Board of Directors may from time to time move the principal office to any address in Florida.

ARTICLE VII. - DIRECTORS

This corporation shall have (4) director initially. The number of directors may be increased from time to time on such manners as may be prescribed by the BY-LAWS, but shall never be less than (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation and any person who serves at the request of this corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or by reimbursement for, any expense incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify, reimburse such person in any proper cases even though not specially provided for.

No contract or other transaction between this corporation or any other corporation and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation, any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken, and any director of the corporation who is a director or officer of such other corporation or is so interested may be

Fax Audit Number H02000053858 5

Fax Audit Number H02000053855 4

4

counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII. - INITIAL DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Albert J Kemerson President, Secretary, Treasurer, & Director	3220 SE 18 th Ave Ocala, Florida 34471
Patrick M Kemerson Vice President & Director	3186 SE 54 th Circle Ocala, Florida 34471
Albert J Kemerson Director	250 NE 61 st Terrace Ocala, Florida 34470
Mary Kemerson Director	250 NE 61 st Terrace Ocala, Florida 34470

ARTICLE IX. - SUBSCRIBERS

<u>NAME</u>	<u>ADDRESS</u>
Albert J Kemerson Jr. <u>300 shares-Common</u> <u>Stock @1.00 Par Value</u>	3220 SE 18 th Court Ocala, Florida 34471
Patrick M Kemerson <u>200 shares-Common</u> <u>Stock @1.00 Par Value</u>	3186 SE 54 th Circle Ocala, Florida 34471

ARTICLE X. - REGISTERED AGENT AND OFFICER

The street address of the corporation's initial registered office is:

3220 SE 18th Court
Ocala, Florida 34471

Fax Audit Number H02000053855 5

Fax Audit Number H02000053858 S
5

and the corporation's initial registered agent is: Albert J Kemerson Jr.

ARTICLE X. - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote there on.

In witness whereof, the parties of these Article of Incorporation have hereunto set their hands and seals this 11th day of March, 2002.

STATE OF FLORIDA

COUNTY OF MARION

I HEREBY CERTIFY that on this day before me, a notary public duly authorized in the State and County above to take acknowledgment, personally appearing Albert J Kemerson Jr., Patrick M Kemerson, Albert J Kemerson and Mary Kemerson subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to these Article of Incorporation.

Witness my hand and seal in the County and State named above this 11th day of March, 2002.

Cheryl L. Treesh
NOTARY PUBLIC STATE OF FLORIDA

CHERYL TREESH
Notary Public, State of Florida
My comm. exp. May 13, 2004
Comm. No. QC931565

CERTIFICATION OF DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT FLORIDA'S FINEST DELI DISTRIBUTORS INC.
NAME OF CORPORATION

Fax Audit Number H02000053858 S

Fax Audit Number H02000053838 5
6

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
THE CITY OF Ocala STATE OF Florida, HAS NAMED Albert J Kemerson
Jr. LOCATED AT 3220 SE 18th Court STATE OF FLORIDA, AS ITS AGENT
TO SERVICE OR PROCESS WITHIN FLORIDA.

SIGNATURE *Albert J. Kemerson Jr.*
Albert J Kemerson Jr.

CORPORATE OFFICER
PRESIDENT

DATE 3-11-02

SIGNATURE *Patrick M. Kemerson*
Patrick M Kemerson

CORPORATE OFFICER
VICE PRESIDENT

DATE 3-11-02

SIGNATURE *Albert J. Kemerson*
Albert J Kemerson

CORPORATE OFFICER
DIRECTOR

DATE 3-11-02

SIGNATURE *Mary Kemerson*
Mary Kemerson

CORPORATE OFFICER
DIRECTOR

DATE 3-11-02

Fax Audit Number H02000053858 5


FROM : ALL FLORIDA INS. / R.A. SPAHN FAX NO. : 4307674

Mar. 12 2002 03:09PM PB

Fax Audit Number H02000053858 5
7

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 THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATING TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE


Albert J. Kemerson Jr.
REGISTERED AGENT

DATE 3-11-02.

FILED

2002 MAR 12 PM 12:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit Number H02000053858 5