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FLORIDA PROFIT CORPORATION OR P.A.

All American Popcorn, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04/5
Estimated Charge	\$78.75

FILED  
02 APR 26 AM 11:28  
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**OF**  
**ALL AMERICAN POPCORN, INC.**

**EFFECTIVE DATE**  
04-25-02

**FILED**  
02 APR 26 AM 11:28  
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TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I: NAME**

The name of the Corporation is **ALL AMERICAN POPCORN, INC.**

**ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation is located at, and its mailing address is, 22 Cathedral Place, St. Augustine, Florida 32084.

**ARTICLE III: CAPITAL STOCK**

(a) Authorized Shares. The total number of shares that may be issued by the Corporation is 100,000 having a par value of \$0.10 per share. Each of the shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the capital stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for fully and shall be nonassessable.

(b) Capital Stock. The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.

(d) Preemptive Rights. Shareholders shall have no preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

(f) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this Corporation as they may see fit.

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#### ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 22 Cathedral Place, St. Augustine, Florida 32084, and the name of the initial registered agent of this Corporation at that address is Scott W. Wolford.

#### ARTICLE V: INCORPORATOR

The name and street address of the incorporator of this Corporation are:

Scott W. Wolford  
22 Cathedral Place  
St. Augustine, Florida 32084

#### ARTICLE VI: DIRECTORS

(a) Number. The Corporation shall have one director initially. The number of directors may be changed from time to time by bylaws adopted by the shareholders.

(b) Initial Board of Directors. The name and address of the initial director until the first annual meeting of the shareholders, is as follows:

Scott W. Wolford                      22 Cathedral Place  
St. Augustine, Florida 32084

(c) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### ARTICLE VII: BYLAWS

The initial Bylaws of this Corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE VIII: DURATION

This Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

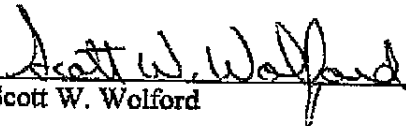
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04/26/02 9:59AM; ~~JetFax~~ #532; Page 4/5

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IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Articles of  
Incorporation this 25 day of April, 2002.

  
\_\_\_\_\_  
Scott W. Wolford

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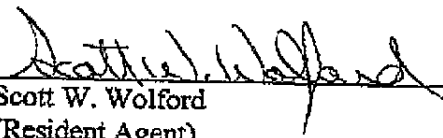
**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That All American Popcorn, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, in the City of St. Augustine, County of St. Johns, State of Florida, has named Scott W. Wolford, located at 22 Cathedral Place, City of St. Augustine, County of St. Johns, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)**

Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
Scott W. Wolford  
(Resident Agent)

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