RUTLEDGE, ECENIA, PURNELL & HOFFMAN

PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW

STEPHEN A. ECENIA
KENNETH A. HOFFMAN
THOMAS W. KONRAD
MICHAEL G. MAIDA
MARTIN P. McDONNELL
J. STEPHEN MENTON

POST OFFICE BOX 551, 32302-0551
215 SOUTH MONROE STREET, SUITE 420
TALLAHASSEE, FLORIDA 32301-1841

TELEPHONE (850) 681-6788
TELECOPIER (850) 681-6515

R. DAVID PRESCOTT
HAROLD F. X. PURNELL
MARSHA E. RULE
GARY R. RUTLEDGE

GOVERNMENTAL CONSULTANTS
MARGARET A. MENDUNI
M. LANE STEPHENS

P02000082136

July 29, 2002

By hand delivery

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*****70.00 *****70.00

Division of Corporations
Filing Section
409 E. Gaines Street
Tallahassee, Florida

Re: Florida Food Service Association, Inc. - Articles of Incorporation

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced company and a check in the amount of $70 for the filing fee.

It is my understanding that, if your schedule permits, you will issue the client's copy to Mr. Purnell while our courier waits. However, if this is not possible, when copy is ready, **please call me at 681-6788** and I will send a courier to pick it up.

Thank you for your assistance in this matter. Should you have any questions, please call me.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUL 30 AM 9:58

Sincerely,

Suzanne Young

Suzanne Young
Assistant to
Harold F. X. Purnell, Esq.

RECEIVED
02 JUL 30 AM 9:55
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

7/30

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUL 30 AM 9:58

ARTICLES OF INCORPORATION
OF
FLORIDA FOOD SERVICE ASSOCIATION, INC.

ARTICLE I
NAME

The name of the corporation is FLORIDA FOOD SERVICE ASSOCIATION, INC.

ARTICLE II
DURATION

The corporate existence shall commence on the date of filing, and the duration of the corporation shall be perpetual.

ARTICLE III
ADDRESS

The principal office of the corporation in the State of Florida shall be located at:

848 EXECUTIVE DRIVE
OVIEDO, FLORIDA 32765

***

ARTICLE IV
REGISTERED OFFICE AND AGENT

The address of its initial registered office and agent shall be:

JAMES A. GREER
848 EXECUTIVE DRIVE
OVIEDO, FLORIDA 32765

ARTICLE V
PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Act of Florida. The corporation shall be authorized to conduct its business or hold property in any part of the United States and its possessions and foreign countries.

ARTICLE VI
CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue 100 shares, each share having $1.00 par value. The corporation, in the discretion and upon resolution of the Board of Directors, may at any time and from time to time issue and dispose of any of the authorized and unissued shares of stock of the corporation and may create optional rights to purchase or subscribe for shares of stock of the corporation. Such stock may be issued and disposed of for such kind and amount of consideration and to such persons, friends, and corporations, and such optional rights may be created, at once or other evidence of such rights issued, on such terms, at such prices, and in such manner as may be determined by resolution adopted by the Board of Directors, subject to any provision of law then applicable.

ARTICLE VII
INCORPORATION

The name and mailing address of the incorporator is as follows:

JAMES A. GREER
848 EXECUTIVE DRIVE
OVIEDO, FLORIDA 32765

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but in no event shall be less than one. The name and address of the initial board of directors is:

JAMES A. GREER
848 EXECUTIVE DRIVE
OVIEDO, FLORIDA 32765

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any officer or director or former officer or director to the full extent permitted by law.

ARTICLE X
AMENDMENT AND BYLAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized and empowered, in the manner provided in the bylaws of the corporation, to make, alter, amend and repeal the bylaws of the corporation in any respect not inconsistent with the laws of the State of Florida or with the Articles of Incorporation.

In addition to the powers and authorities hereinbefore or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts as may be exercised or done by the corporation, subject, nevertheless, to the provisions of the laws of the State of Florida, these Articles of Incorporation and the bylaws of the corporation.

Whenever the vote of stockholders at a meeting thereof is required or permitted to be taken for or in connection with any corporate action, the action may be taken with the written consent of the holders of a majority of the stock, or a greater percentage where required by statute; provided that prompt notice must be given to all stockholders of the taking of corporate action without a meeting.

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 statute, and all rights conferred upon stockholders herein granted are subject to these reservations.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.

JAMES A. GREER

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAME OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FLORIDA FOOD SERVICE ASSOCIATION, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 848 EXECUTIVE DRIVE, OVIEDO, FLORIDA 32765 and its registered office at 848 EXECUTIVE DRIVE, OVIEDO, FLORIDA 32765, has named JAMES A. GREER as its agent to accept service of process within Florida.

Signature: ______________________
JAMES A. GREER

Title: Director/Incorporator

Date: 7-19-02

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 relative to the proper and complete performance of my duties.

Signature: ______________________
JAMES A. GREER

Title: Resident Agent

Date: 7-19-02

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUL 30 AM 9:58