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14301 S.W. 192 STREET  
MIAMI, FLORIDA 33177

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(305) 255-6587

August 7, 2002

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-08/13/02--01024--002

\*\*\*\*122.50 \*\*\*\*\*78.75

Secretary of State  
Division of Incorporation  
P.O. Box 6327  
Tallahassee, FL 32314

**RE: FLORIDA CREATIVE FOODS, INC.**

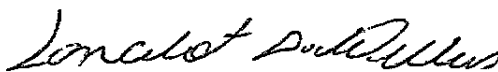
Gentlemen:

Enclosed please find the following:

1. Original and one copy of Articles of Incorporation of FLORIDA CREATIVE FOODS, INC.
2. Check in the sum of \$122.50 representing the filing fee for the Articles of Incorporation as well as for the return of a certified copy to me.

Thank you.

Sincerely yours,



LANCELOT D. WILLIAMS

Enclosures

WP:C:\WS\INCORPORATIONS\SECRETARY.LTR

C. BLALOCK AUG 15 2002

**ARTICLES OF INCORPORATION  
OF  
FLORIDA CREATIVE FOODS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida General Corporation Act, the undersigned incorporator hereby makes, subscribes, acknowledges, and files these Articles of Incorporation.

**ARTICLE I  
NAME**

The name of this Corporation shall be **FLORIDA CREATIVE FOODS, INC.**

**ARTICLE II  
PRINCIPAL OFFICE**

The principal office and mailing address of this Corporation shall be **14301 S.W. 192<sup>nd</sup> Street, Miami, Florida 33177.**

**ARTICLE III  
NATURE OF BUSINESS**

This Corporation is being formed to engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.

**ARTICLE IV  
TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

**ARTICLE V  
CAPITAL STOCK**

This Corporation is authorized to issue 7,500 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 14301 S.W. 192<sup>nd</sup> Street, Miami, Florida 33177 and the name of the initial registered agent of this Corporation is Lancelot D. Williams.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

The Corporation shall have not less than one director. 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. The names and addresses of the initial directors of this Corporation are:

**LANCELOT D. WILLIAMS, President**  
**14301 S.W. 192<sup>nd</sup> Street**  
**Miami, Florida 33177**

**REGINALD L. WEBB-HARRIS, Vice President**  
**14301 S.W. 192<sup>nd</sup> Street**  
**Miami, Florida 33177**

**SIMONITA WILLIAMS, Secretary/Treasurer**  
**14301 S.W. 192<sup>nd</sup> Street**  
**Miami, Florida 33177**

**NINA ANN WEBB-HARRIS, Secretary/Treasurer**  
**14301 S.W. 192<sup>nd</sup> Street**  
**Miami, Florida 33177**

**ARTICLE VIII**  
**AMENDMENTS TO BY-LAWS**

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

**ARTICLE IX**  
**INDEMNIFICATION**

This Corporation shall indemnify any and all of its directors, officers, employees and

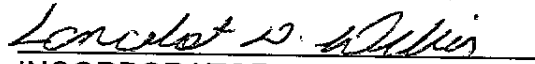
agents to the fullest extent permitted by the Florida General Corporation Act.

**ARTICLE X**  
**INCORPORATOR**

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

**LANCELOT D. WILLIAMS**  
**14301 S.W. 192<sup>nd</sup> Street**  
**Miami, Florida 33177**

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation on this 7 day of August, 2002.


  
INCORPORATOR

**ACKNOWLEDGMENT**

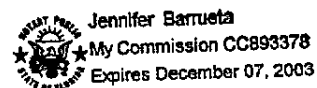
STATE OF FLORIDA                     )  
  : SS  
COUNTY OF MIAMI-DADE         )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Lancelot D. Williams, who is personally known to me and is known by me to be the person who executed the foregoing Articles of Incorporation he did take an oath before me and acknowledged that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid, this 7 day of August, 2002.

  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE  
Jennifer Barrueta  
Printed name of notary public

My Commission Expires:




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02 AUG 13 AM 10:08

**ACKNOWLEDGMENT OF REGISTERED AGENT**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, having been named as Registered Agent for **FLORIDA CREATIVE FOODS, INC.**, at the place designated in these Articles of Incorporation, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.



LANCELOT D. WILLIAMS  
REGISTERED AGENT