

P02000098511

September 06, 2002

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

300007600973--4  
-09/09/02--01063--034  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Phoenix Food Service, Inc.


Dear Madam:

Enclosed please find the original and duplicate copy of the Articles of Incorporation for this proposed corporation.

A check in the amount of \$78.75 is enclosed to cover the fees and certified copy.

If you find any problems with the documents, please contact me at 813-949-1450.

Sincerely,

  
John A. Countryman  
16011 Nebraska Avenue N. Suite 106  
Lutz, FL 33549

FILED  
2002 SEP -9 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

9/12/02

EFFECTIVE DATE

9/6/02

ARTICLES OF INCORPORATION

OF

PHOENIX FOOD SERVICE, INC.

FILED

2002 SEP -9 AM 10:00

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE 1: NAME AND ADDRESS

The name of this Corporation is: PHOENIX FOOD SERVICE, INC., and the address is:  
16011 NEBRASKA AVENUE N., SUITE 106, LUTZ, FLORIDA 33549

ARTICLE 2: DURATION

This Corporation shall exist perpetually. In accordance with Section 607.0203, the date when existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 16011 Nebraska Avenue North, Suite 106, Lutz, Florida 33549, and the name of the initial registered agent of this Corporation at that address is John A. Countryman.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have two directors. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors of this Corporation is:

NAME	ADDRESS
Sandra K. Countryman	2353 Asaph Court, Land O'Lakes, Florida 34639
John A. Countryman	2353 Asaph Court, Land O'Lakes, Florida 34639

## ARTICLE 7: INCORPORATOR

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

NAME

ADDRESS

John A. Countryman

16011 Nebraska Avenue N. #106  
Lutz, FL 33549

## ARTICLE 8: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustment to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within thirty days of his receipt of written notice from this Corporation inviting him to exercise such right.

## ARTICLE 9: INDEMNIFICATION

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

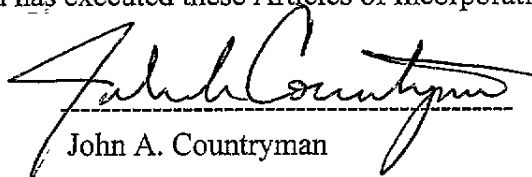
## ARTICLE 10: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

## ARTICLE 11: AMENDMENT

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

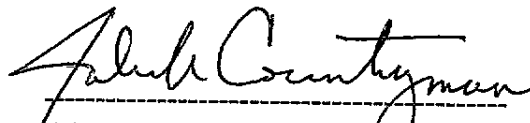
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation the 06th day of September, 2002.

  
John A. Countryman

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 06th day of September, 2002.

  
\_\_\_\_\_  
JOHN A. COUNTRYMAN

FILED

2002 SEP -9 AM 10:00

SECRETARY OF STATE  
TALLAHASSEE FLORIDA