

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite I • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO2000111483

McCoy Real Foods, Inc.

000008403890--0
-10/16/02--01068--016
140.00 **87.50

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

RECEIVED
02 OCT 16 AM 11:18
TALLAHASSEE, FLORIDA

Signature _____

Requested by: _____

Name SS Date 10/16/02 Time 10:15

Walk-In _____ Will Pick Up _____

FILED
02 OCT 16 PM 12:06
TALLAHASSEE, FLORIDA

Bm 10/16 10

ARTICLES OF INCORPORATION
OF
MCCOY REAL FOODS, INC.

The undersigned, acting as the incorporators, hereby adopt these Articles of Incorporation and form a for profit corporation (the "Corporation") under the laws of the State of Florida, as follows:

ARTICLE I

Name

The name of the Corporation is McCoy Real Foods, Inc.

Address

The principal mailing and business address of the Corporation is 777 South Harbour Island Boulevard, Suite 130, Tampa, Florida 33602.

ARTICLE II

Term of Existence

The corporate existence of the Corporation shall commence when these Articles of Incorporation are filed, as provided by Section 607.0202 and Section 607.0203, Florida Statutes, and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Nature of Business

The Corporation is organized for the purpose of engaging in any and all lawful business purposes, including, but not limited to the distribution and sale of food products.

ARTICLE IV

Powers

The Corporation shall have power to:

- (a) have perpetual succession by its corporate name;
- (b) sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

FILED
02 OCT 16 PM 12:06
STATE DEPT OF STATE
TALLAHASSEE, FLORIDA

(c) have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

(d) purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

(e) sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(f) lend money to and use its credit to assist its officers and employees to the full extent permitted by law;

(g) purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

(h) make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

(i) lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida;

(k) elect or appoint officers and agents for the Corporation including teachers, administrative personnel and other persons and define their duties and fix their compensation;

(l) make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation;

(m) make donations for the public welfare or for charitable, scientific or educational purposes;

(n) transact any lawful business which the Board of Directors of the Corporation shall determine;

(o) pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, health plans, medical plans, dental plans, insurance plans and other incentive or benefit plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of any subsidiaries it may have;

(p) be a promoter, incorporator, general or limited partner, member, associate, or manager of any other corporation, partnership, joint venture, trust or other enterprise; and

(q) have and exercise all powers necessary or convenient to effect the Corporation's purposes.

ARTICLE V
Capital Stock

The Corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value common stock, which shall be designated Common Stock.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is c/o Betsy McCoy Benedict, BETSY MCCOY BENEDICT, P.A., One Harbour Place • Suite 130, 777 South Harbour Island Boulevard, Tampa, Florida 33602, and the name of its initial registered agent at such address is Betsy McCoy Benedict.

ARTICLE VII
Director

The Corporation shall have no directors initially. However, directors shall be elected at the first meeting of shareholders. However, the number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least two but no more than ten directors.

ARTICLE VIII
Incorporator

The name and address of the incorporator signing these Articles of Incorporation is:

Name

Address

Betsy McCoy Benedict

One Harbour Place, Suite 130
777 South Harbour Island Blvd.
Tampa, Florida 33602

ARTICLE IX
Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's Board of Directors.

ARTICLE X
Indemnification

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

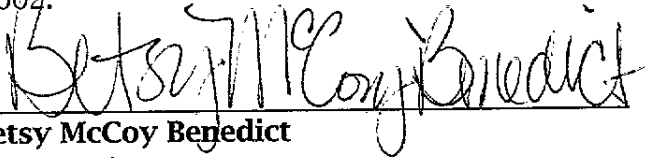
ARTICLE XI
Preemptive Rights

Each shareholder of the Corporation shall have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at that time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights shall be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his or her preemptive rights by affirmative written notice of waiver within thirty days of receipt of notice of the Corporation's issuance of shares.

ARTICLE XII
Amendment

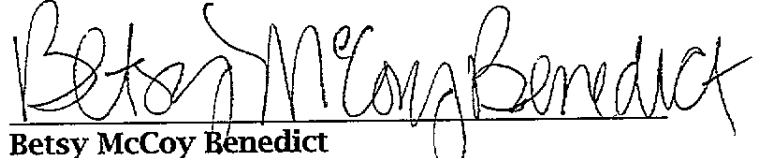
These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this October 1, 2002.


Betsy McCoy Benedict
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above Corporation at Betsy McCoy Benedict, P.A., One Harbour Place, Suite 130, 777 South Harbour Island Boulevard, Tampa, Florida 33602, 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.


Betsy McCoy Benedict

Dated: October 1, 2002.

FILED
02 OCT 16 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA