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JERRY B. WELLS, P.L.

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October 1, 2002

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

RE: Q-Foods, Inc.

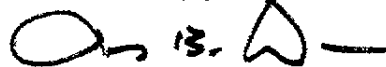
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-10/03/02--01037--014  
\*\*\*\*122.50 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed herewith is the original and one copy of the Articles of Incorporation of Q-Foods, Inc., together with our check in the amount of \$122.50 for the filing fee.

Please forward to this office a certified copy of the document once it has been filed.

Very truly yours,



Jerry B. Wells

JBW/kk  
Enclosure

FILED STATE  
SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA  
02 OCT 18 PM 2:20

W0228935  
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FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

October 7, 2002

JERRY B. WELLS, ESQUIRE  
511 S RIDGEWOOD AVE  
DAYTONA BCH, FL 32114

SUBJECT: Q-FOODS, INC.  
Ref. Number: W02000028935

We have received your document for Q-FOODS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White  
Document Specialist  
New Filings Section

Letter Number: 902A00056154

ARTICLES OF INCORPORATION  
OF  
Q-FOODS, INC.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 OCT PM 2: 20

KNOW ALL MEN BY THESE PRESENTS: That the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby desire to form a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I. NAME

The name of this corporation shall be: Q-FOODS, INC.

ARTICLE II. GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III. CAPITAL SHARES

The amount of capital shares for this corporation shall be One Hundred (100) shares of Common stock having no par value: seventy-five shares shall be issued to Randolph E. Margrave and twenty-five shares shall be issued to Anthony Giordano, Jr.

ARTICLE IV.

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 3742 Cardinal Blvd., Daytona Beach Shores, Florida, and the name of the initial registered agent of this corporation at that address is Randolph E. Margrave.

ARTICLE VI. MANAGEMENT BY SHAREHOLDERS

The business of this corporation shall be managed by its shareholders, rather than by a Board of Directors. The shareholders reserve unto themselves the power to adopt, alter, amend or repeal the bylaws of this corporation. In the management of the business of the corporation, the act of the shareholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders. Each shareholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business of the corporation.

ARTICLE VII. INITIAL OFFICERS

The following officers shall constitute and be the officers of this corporation until their successors are elected or appointed and have qualified:

President: Randolph E. Margrave  
3742 Cardinal Blvd.  
Daytona Beach Shores, FL 32115

Secretary/Treasurer:

Anthony Giordano, Jr.  
307 Quaker Ridge Drive  
Daytona Beach, FL 32119

ARTICLES VIII. SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation are as follows:

Randolph E. Margrave

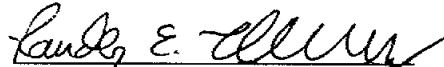
3742 Cardinal Blvd.  
Daytona Beach Shores, FL 32115

Anthony M. Giordano, Jr.  
307 Quaker Ridge Drive  
Daytona Beach, FL 32119

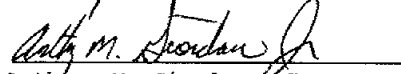
ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law and approved by the shareholders by a majority of the stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscriber (s) have executed these Articles of Incorporation this 25th day of September, 2002.



Randolph E. Margrave a/k/a Randy E. Margr



Anthony M. Giordano, Jr.

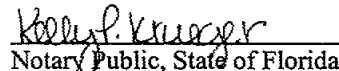
STATE OF FLORIDA COUNTY OF VOLUSIA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Randolph E. Margrave and Anthony M. GIORDANO, JR., known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledge before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25th day of September, 2002.



KELLY P. KRUEGER  
MY COMMISSION # DD 135089  
EXPIRES: July 18, 2006  
Bonded Thru Budget Notary Services

  
Notary Public, State of Florida

My commission expires:

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT / REGISTERED OFFICE**

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 OCT 18 PM 2:21

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

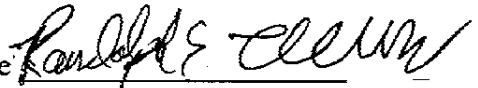
1. The name of the corporation is:

**Q-FOODS, INC.**

2. The name and address of the registered agent and office is:

**RANDOLPH E. MARGRAVE**  
**3742 Cardinal Blvd.**  
**Daytona Beach Shores, FL**

Signature

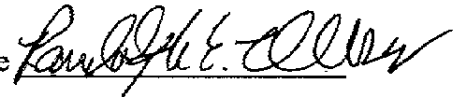


Title: President

Date: October 17, 2002

Having been named as registered agent and to accept service of process for the above state corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature



Date:

10/17/02