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October 8, 2002

FILED
02 OCT 23 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFIED MAIL, RETURN RECEIPT REQUESTED

Florida Department of State
Division of Corporations
The Capitol
P.O. Box 6327
Tallahassee, FL 32314

900008314549-1
-10/10/02-01031-002
*****78.75 *****78.75

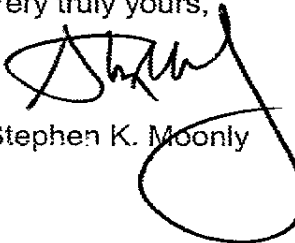
Re: Cupit Distributions, Inc.

Dear Sir or Madam:

Enclosed is an original and two (2) copies of the Articles of Incorporation, the Certificate Designating Registered Agent and Office, and our firm's check in the amount of \$78.75, to cover the filing fee to incorporate the above-referenced entity.

Thank you for your assistance with this matter.

Very truly yours,


Stephen K. Moonly

SKM/ccv
Enclosures

woa-29441

10-24-02



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

October 11, 2002

STEPHEN K. MOONLY, ESQ.
1301 RIVERPLACE BLVD
JACKSONVILLE, FL 32207

SUBJECT: CUPIT DISTRIBUTIONS, INC.
Ref. Number: W02000029441

We have received your document for CUPIT DISTRIBUTIONS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

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) 245-6930.

Donna Graves
Document Specialist
New Filing Section

Letter Number: 602A00056855

ARTICLES OF INCORPORATION
OF
Cupit Distributions, Inc.

FILED
02 OCT 23 PM 2: 0
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I

Name

The name of the corporation is Cupit Distributions, Inc.

Article II

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are filed by the Secretary of State.

Article III

Nature of Business

This purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida. Primarily delivery of food product.

Article IV

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock with \$1.00 par value per share.

(b) Preemptive Rights. Shareholders shall have preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

Article V

Initial Registered Office and Agent

The street address of the principal office of this corporation is 741 Putters Green Way South, Jacksonville, Florida 32259. The registered agent of this corporation Stephen K. Moonly of 1301 Riverplace Boulevard, Suite 1818 Jacksonville, Florida 32207.

Article VI

Directors

(a) Number. This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Maxie Cupit President/Director	741 Putters Green Way South Jacksonville, FL 32259
Julie Walker Cupit Director	741 Putters Green Way South Jacksonville, FL 32259

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws may be adopted, altered, amended or repealed from time to time by either the

shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII

Incorporator

The name and street address of the incorporator of this corporation is:

Maxie Cupit
741 Putters Green Way
Jacksonville, FL 32259

Article IX

Amendment

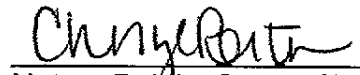
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 8th day of October, 2002.


Maxie Cupit

STATE OF FLORIDA)
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 8th day of October, 2002, by Maxie Cupit.


Notary Public, State of Florida
at Large
My Commission expires:



FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

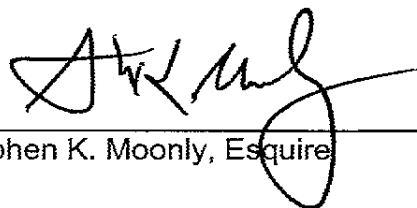
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
FOR

Cupit Distributions, Inc.

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

Cupit Distributions, Inc., (a corporation), desiring to organize or qualify under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, has designated the following registered agent and registered office to accept service of process within Florida:

Stephen K. Moonly, Esquire
1301 Riverplace Blvd., Suite 1818
Jacksonville, FL 32207

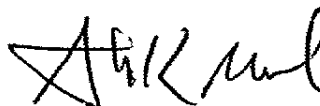


Stephen K. Moonly, Esquire

Dated: October 8th, 2002.

Acknowledgment

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.



Stephen K. Moonly, Esquire