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TALLAHASSEE, FLORIDA

ZIMMERMAN, SHUFFIELD, KISER & SUTCLIFFE, P.A.
ATTORNEYS AND COUNSELORS AT LAW

MICHELLE S. AGUIRRE
NICOLA A. BOOTHE-PERRY
ANDREA CARO
E. GINETTE CHILDS
CARLOS M. COLOMBO
CHARLES B. COSTAR III
ROBERT L. DIETZ
BRIAN C. DOWLING
PAMELA L. FOELS
REBECCA H. FOREST
C. DOUGLAS GREEN
MICHAEL S. GRIMSLEY
ALEX H. HAMRICK
STEPHEN B. HATCHER
EDGAR J. HEDRICK III
RUSTEN C. HURD
KRAIG N. JOHNSON
MELISSA D. KAPLAN
PAMELA J. KEMP
MARK D. KISER
WENDELL J. KISER
KEVIN L. LIENARD
WILLIAM R. LOWMAN, JR.
KEVIN G. MALCHOW

ONE LANDMARK CENTER, SUITE 600
315 EAST ROBINSON STREET 32801

Please Reply To:
POST OFFICE BOX 3000
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TELEPHONE (407) 425-7010
TELECOPIER (407) 425-2747

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ROBERT E. MANSBACH, JR.
LYNDEL ANNE MASON
KATHERINE E. MCKINLEY
TUWANA J. MCMILLAN
SCOT G. NIMMO
KEEF F. OWENS
ROBERT W. PEACOCK, JR.
IRENE E. PEARCE
JOANNE M. PRESCOTT
ARTHUR J. RANSON, III
J. TIMOTHY SCHULTE
C. GENE SHIPLEY
W. CHARLES SHUFFIELD
LORI A. W. SMITH
ROLAND A. SUTCLIFFE, JR.
JAN MEYER TEWS
JAMES J. THERRELL, JR.
MICHAEL C. TYSON
JOSEPH C. L. WETTACH
LYNNE R. WILSON
PAIGE HAMMOND WOLPERT
THOMAS A. WOODWARD*
BERNARD J. ZIMMERMAN (Retired)

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Secretary of State
State of Florida
409 East Gaines Street
Tallahassee, Florida 32301

Re: Healthy Bites, Inc.
Articles of Incorporation

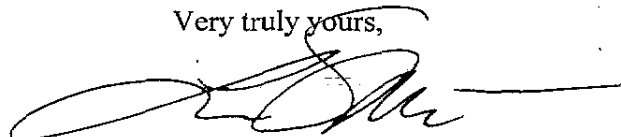
Dear Sir/Madam:

In order to incorporate the above-referenced corporation, we have enclosed the following documents:

1. The original and one copy of the executed Articles of Incorporation; and
2. A check in the amount of \$70.00, representing the filing fee and fee for registered agent.

Please return a stamped copy of the Articles of Incorporation in the self-addressed stamped envelope. Upon your receipt and review of this letter and enclosed documents, should you have any questions or concerns, please do not hesitate to contact me.

Very truly yours,



Lori W. Smith

LWS/kjw
Enclosure

**ARTICLES OF INCORPORATION
OF
HEALTHY BITES, INC.**

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

THE UNDERSIGNED, acting as sole incorporator of Healthy Bites, Inc. under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is Healthy Bites, Inc.

**ARTICLE II
SHARES**

The number of shares which the corporation shall have authority to issue is Ten Thousand (10,000), consisting of a single class of common stock, One Cent (\$0.01) par value per share.

**ARTICLE III
COMMENCEMENT OF CORPORATE EXISTENCE**

In accordance with Section 607.0203(1), Fla. Stat., the corporation's corporate existence shall be deemed to have commenced at 12:01 a.m. on March 1, 2003, or, if later, such time and date as is five business days prior to the date on which these Articles of Incorporation are filed by the Department of State.

**ARTICLE IV
PURPOSES AND GENERAL POWERS**

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

- (a) To 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.
- (b) To 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.
- (c) To 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.
- (d) To lend money to, and use its credit to assist, its officers and employees.

(e) To purchase or otherwise acquire letters of intent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, nonexclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any other part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest in any thereof; to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and other things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid.

(f) To 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.

(g) To aid in any manner any corporation, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts or things, or refrain from doing any acts or things, designed for any such purpose.

(h) To 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) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(j) To 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.

(k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act or by other applicable law within or without the State of Florida.

(l) To elect or appoint officers and agents and define their duties and fix their compensation.

(m) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

(n) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

(o) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(p) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

(q) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, retirement plans, benefit plans stock option plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(r) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(s) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(t) To have and exercise all powers necessary or convenient to effect its general purpose.

ARTICLE V

PRINCIPAL OFFICE

The address of the Principal Office of the corporation is 2818 Walnut Street, Orlando, Florida 32806. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE VI

MAILING ADDRESS

The mailing address of the corporation is 2818 Walnut Street, Orlando, Florida 32806.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of the corporation and the initial Registered Agent at such address are as follows:

Lori W. Smith, Esq.
315 E. Robinson Street
Suite 600
Orlando, Florida 32801

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is one (1). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The name and address of the person who is to serve as initial Director until the first annual meeting of the shareholders of the corporation or until successor Directors are elected and shall qualify are as follows:

Chris Franco Easterling	2818 Walnut Street
	Orlando, Florida 32806

ARTICLE IX
INCORPORATOR

The name and address of the sole incorporator of the corporation are as follows:

Chris Franco Easterling
2818 Walnut Street
Orlando, Florida 32806

ARTICLE X
BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors.

ARTICLE XI
INDEMNIFICATION

In addition to any and all rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors,

officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such to the fullest extent possible under law.

ARTICLE XII

CONFLICTS OF INTEREST

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other Corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE XIII

LIMITED LIABILITY OF SHAREHOLDERS

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

ARTICLE XIV

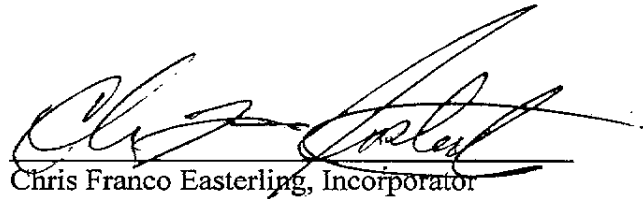
AMENDMENT

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

ARTICLE XV
HEADINGS AND CAPTIONS

The headings or captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

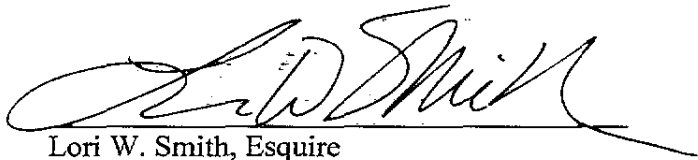
IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 28th day of February, 2003.


Chris Franco Easterling, Incorporator

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 28 day of February, 2003.



Lori W. Smith, Esquire
Zimmerman, Shuffield, Kiser & Sutcliffe, P.A.
315 E. Robinson St., Ste. 600
P.O. Box 3000
Orlando, FL 32802
(407) 425-7010
(407) 418-1251 (fax)

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