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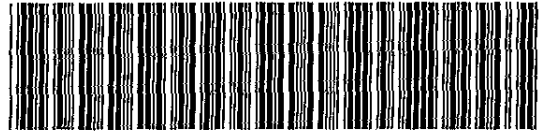
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June 4, 2003

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

RE: INCORPORATION OF NORTHERN FOOD ENTERPRISES, INC.
CLIENT ID: 03-1200-000

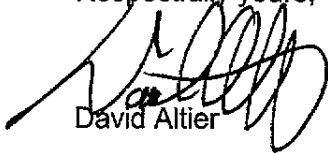
VIA U.S. MAIL

Dear Sir or Madam:

Enclosed for filing please find (1) a transmittal letter, (2) an original and one copy of the Articles of Incorporation for the above-referenced corporation, and (3) a check in the amount of \$87.50 for the Filing Fee, Certified Copy, and a Certificate of Status.

Please contact me at the number shown above if you require any additional information.

Respectfully yours,



David Altier

DAA\bh

Copies furnished to:
Mr. Stewart Hill

**ARTICLES OF INCORPORATION
OF
NORTHERN FOOD ENTERPRISES, INC.**

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In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I - NAME

The name of the corporation ("Corporation") is: NORTHERN FOOD ENTERPRISES, INC.

ARTICLE II – PRINCIPAL OFFICE

The street address and mailing address of the principal office of the Corporation is:
3430 North Tamiami Trail, Sarasota, Florida 34234-5356.

ARTICLE III - PURPOSE

The general purpose or purposes for which the corporation is organized are as follows:

- (a) To engage in every aspect of the operation of a restaurant and related catering and food services, and
- (b) To transact any and all other lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE IV - SHARES

The maximum number of shares this Corporation is authorized to issue is 1000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V – INITIAL OFFICERS/DIRECTORS

The initial board of directors shall consist of two (2) members. The names and address of the person who will serve on the initial board of directors is:

<u>Name</u>	<u>Address</u>
STEWART HILL	2850 Desoto Road Sarasota, FL 34234
NANNIE R. DIGGS	2850 Desoto Road Sarasota, FL 34234

The names, titles, and addresses of the initial officers of the corporation are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
STEWART HILL	President	2850 Desoto Road Sarasota, FL 34234
NANNIE R. DIGGS	Vice- President	2850 Desoto Road Sarasota, FL 34234
NANNIE R. DIGGS	Secretary	2850 Desoto Road Sarasota, FL 34234
STEWART HILL	Treasurer	2850 Desoto Road Sarasota, FL 34234

ARTICLE VI – REGISTERED AGENT

The initial street address of the Corporation's registered office is 1800 Second Street, Suite 830, Sarasota, Florida 34236. The initial registered agent for the Corporation at that address is David A. Altier, Esq.

ARTICLE VII - INCORPORATOR

The names and street addresses of the person signing these articles of incorporation is David A. Altier, Esq., 1800 Second Street, Suite 830, Sarasota, Florida 34236.

ARTICLE VIII – EFFECTIVE DATE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE X - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI – AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision of these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 4th day of June, 2002



DAVID A. ALTIER, ESQ.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for NORTHERN FOOD ENTERPRISES, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Date: June 4, 2002.



DAVID A. ALTIER, ESQ.

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