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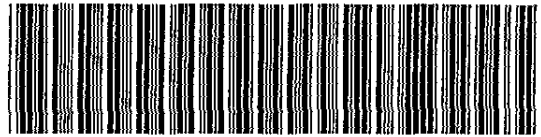
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TALLAHASSEE, FLORIDA

08-16-03

# HALL, DAVID AND JOSEPH, P. A.

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OF COUNSEL  
ALLAN J. HALL \*\*

\*\* ALSO ADMITTED IN GEORGIA

ANDREW C. HALL  
CHRISTOPHER M. DAVID  
ALLAN A. JOSEPH\*  
ADAM S. HALL  
ADAM J. LAMB  
SHARON CALIX TIFFANY

\* ALSO ADMITTED IN COLORADO  
AND WASHINGTON, D.C.

August 12, 2003

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

Re: C&L FOODSERVICE CORP.

To whom it may concern:

Enclosed please find the Articles of Incorporation for C&L FOODSERVICE CORP. Also enclosed is a check made payable to Department of State, State of Florida in the amount of \$78.75 which represents the filing fee. Please return a stamped copy of the Articles along with the certificate of incorporation in the enclosed self-addressed stamped envelope.

If you have any questions, please do not hesitate to contact me. Thank you for your attention to this matter.

Very truly yours,

HALL, DAVID AND JOSEPH, P.A.



ADAM J. LAMB

**ARTICLES OF INCORPORATION OF**  
**C&L FOODSERVICE CORP.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**  
**NAME**

The name of the corporation shall be:

C&L FOODSERVICE CORP.

**ARTICLE II**  
**PRINCIPAL PLACE OF BUSINESS**

1234 South Dixie Highway - #340  
Coral Gables, FL 33146

**ARTICLE II**  
**NATURE OF CORPORATE BUSINESS**

The corporation may engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way, The duration of the Corporation is perpetual.

**ARTICLE IV**  
**CAPITAL STOCK**

The aggregate number of shares which the Corporation is authorized to issue is One Hundred (100) shares of common stock. Such shares shall be of a single class, and shall have a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The Corporation's initial registered agent and registered office in the State of Florida shall be:

Adam J. Lamb, Esq.  
1428 Brickell Avenue  
Penthouse  
Miami, Florida 33131  
Telephone: (305) 374-5030

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**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

The number of Directors may be altered from time to time by the By-Laws adopted by the stockholders. However, the Corporation shall have no less than one (1) Director at any time.

<u>NAME</u>	<u>ADDRESS</u>
Merrill Lamb	1234 South Dixie Highway - #340 Coral Gables, FL 33146
Herbert Coleman	12780 S.W. 65 <sup>th</sup> Street Miami, Florida 33183

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation or until a successor is elected.

**ARTICLE VII**  
**INCORPORATORS**

The name and address for each Incorporator executing these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Adam J. Lamb	1428 Brickell Avenue Penthouse Miami, Florida 33131

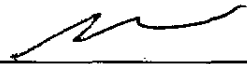
**ARTICLE VIII**  
**AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment to them, and any right referred upon the Shareholders is subject to this reservation.

**ARTICLE IX**  
**COMMENCEMENT DATE**

Corporate existence will commence upon the issuance of the Certificate of Incorporation.

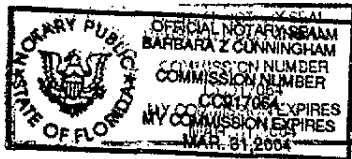
THE UNDERSIGNED INCORPORATOR, for the purpose of forming a corporation to do business within the State of Florida, does make and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

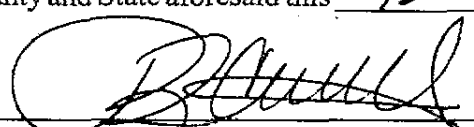
  
Adam J. Lamb

STATE OF FLORIDA                     )  
   )  
COUNTY OF MIAMI-DADE            )

Before me personally appeared ADAM J. LAMB to me well known to be the person described in and who executed the foregoing Articles of Incorporation acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 12<sup>th</sup> day of August, 2003.



  
Notary Public

Print Name: Barbara Z Cunningham

MY COMMISSION EXPIRES:

#### ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of C&L FOODSERVICE CORP. which is contained in the foregoing Articles of Incorporation.

DATED this 12<sup>th</sup> day of August, 2003.

  
Adam J. Lamb  
REGISTERED AGENT

This Document was prepared by:  
Adam J. Lamb, Esq.  
Fla Bar No. 899046  
Hall, David and Joseph, P.A.  
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Penthouse  
Miami, Florida 33131  
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