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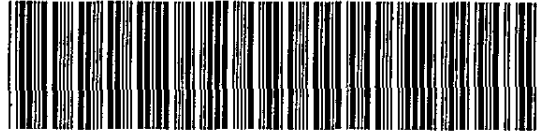
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4-7-04  
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✓

**Ginger L. Perusek, P.A.**

Attorney & Counselor at Law  
Post Office Box 75  
Ellenton, Florida 34222-0075

Admitted in Florida and Ohio

(941) 745-1500

Fax (941) 748-6061

March 30, 2004

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

RE: Southeast Restaurant Purchasing & Consulting, Inc.

Dear Sir:

Enclosed is an original and one (1) copy of the Articles of Incorporation and Designation for Registered Agent for the new corporation for filing. Please find a firm check in the amount of \$78.75 for the filing of the enclosed Articles of Incorporation and Certificate for Designation of Registered Agent.

Please return stamped copies and the Certificate in the enclosed self-addressed postage-paid envelope.

Thank you for your attention to this matter.

Sincerely,



Ginger L. Perusek

GLP/pdh  
Enclosures

ARTICLES OF INCORPORATION

OF

SOUTHEAST RESTAURANT PURCHASING & CONSULTING, INC.

FILED  
2004 APR -1 A 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under Florida Statute Chapter 607, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be SOUTHEAST RESTAURANT PURCHASING & CONSULTING, INC.

ARTICLE II

ADDRESS OF THE PRINCIPLE OFFICE AND MAILING ADDRESS

The address of the principal place of business of this corporation shall be 3104 River Woods Drive, Parrish, Florida, 34201. The mailing address of this corporation shall be P.O. Box 663, Ellenton, Florida 34222-0663.

ARTICLE III

Term of Existence

This corporation shall have perpetual existence, commencing as of upon filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE IV

Capital Stock

This corporation is authorized to issue One Hundred (100) shares of One Cent (\$.01) per share par value common stock which shall be designated as common shares.

ARTICLE V

Purpose

This corporation is organized for the purpose of transacting any and all lawful business, managing business and regulatory affairs of the corporation.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator is Sean Murray and his address is 3104 River Woods Drive, Parrish, Florida 34219.

ARTICLE VII  
INITIAL DIRECTOR

This corporation shall have ONE director initially. The number of directors may be increased from time to time by the By-laws, but shall never be less than one (1). The name and address of the initial director of this corporation is Sean Murray who is located at

ARTICLE VIII  
INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent is Ginger L. Perusek whose address is 2424 Manatee Avenue West, #205, Bradenton, Florida 34205.

ARTICLE IX  
By-laws

This corporation shall have the power to adopt, alter, amend or repeal the By-laws of this corporation.

ARTICLE X  
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by Florida Law.

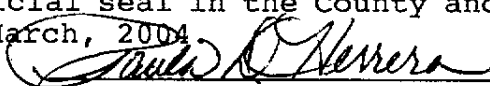
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 25<sup>th</sup> day of March, 2004.

  
SEAN MURRAY  
Incorporator

STATE OF FLORIDA  
COUNTY OF MANATEE

THE FOREGOING INSTRUMENT was acknowledged before me this 25<sup>th</sup> day March, 2004, by SEAN MURRAY who (is personally known to me/produced identification by way of [ driver's license, etc. ] personally known) and who (did did not) take an oath.

WITNESS my hand and official seal in the County and State last aforesaid the 25<sup>th</sup> day of March, 2004

  
NOTARY PUBLIC, STATE OF FLORIDA  
( Paula D. Herrera )  
(Printed signature of Notary)

My Commission Expires:



Paula D. Herrera  
Commission # DD297005  
Expires December 14, 2007  
Bonded Troy Fair - Insurance, Inc. 800-366-7016

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

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: SOUTHEAST RESTAURANT PURCHASING & CONSULTING, INC.

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

Ginger L. Perusek, P.A.

(NAME)

2424 Manatee Avenue West, # 205

(ADDRESS/P.O. BOX NOT ACCEPTABLE)

Bradenton, Florida 34205

(CITY/STATE/ZIP)

Signature

San J. Murray  
(Corporate Officer)

Title

President

Date

3/25/04

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated 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

Ginger L. Perusek

Printed Name

Ginger L. Perusek

Date

3/25/04