

P04000127375

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200040778122

09/08/04--01027--003 **70.00

04 SEP -9 11 11

FILED

TRANSMITTAL LETTER

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

SUBJECT: A & A Natural Food Company, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Robert M. Sommers, Esquire
Name (Printed or typed)
Shapiro Fussell, LLP
1360 Peachtree Street NE, Suite 1200
Address
Atlanta, GA 30309
City, State & Zip
(404) 870-2296
Daytime Telephone number

04 SEP -9 PM 1:11
DIVISION OF CORPORATIONS

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
A & A NATURAL FOODS COMPANY, INC.

04 SEP - 8 PM 1:10
DIVISION

I.

The name of the Corporation is A & A NATURAL FOODS COMPANY, INC.

II.

The mailing address of the initial principal office of the Corporation is 2876 Evercharm Place, Jacksonville, Florida 32257.

III.

The Corporation is incorporated for the purpose of marketing and selling natural food products, and any other lawful activity for any lawful purpose or purposes for which corporations may be organized under the Florida Business Corporation Act.

IV.

The Corporation shall have authority to issue not more than one hundred thousand (100,000) shares of no par value voting common stock. Shares of the Corporation may be issued by the Corporation for such consideration as shall be fixed from time to time by the Board of Directors.

V.

The number of directors constituting the initial Board of Directors shall be two (2) and the name and address of the persons who will serve as directors are Alan R. Purcell and Amy Head.

VI.

The initial registered office of the Corporation shall be at 2876 Evercharm Place, Jacksonville, Florida 32257. The initial registered agent of the Corporation shall be Alan R. Purcell.

VII.

The name and address of the Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Robert M. Sommers	1360 Peachtree Street One Midtown Plaza, Ste. 1200 Atlanta, Georgia 30309

VIII.

The Corporation shall have perpetual duration.

IX.

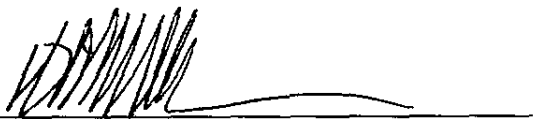
In lieu of setting forth provisions in these Articles of Incorporation concerning restrictions on the transfer of shares of the Corporation or any provisions for the optional or compulsory sale and purchase of shares among the shareholders and the Corporation of any of them, such provisions may be set forth in the Bylaws of the Corporation or in a written agreement of the parties involved.

X.

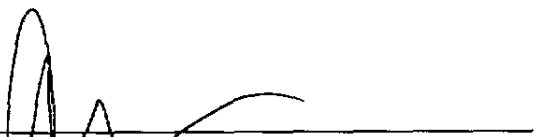
None of the member of the Board of Directors shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless: (a) The director breached or failed to perform his or her duties as a director; and (b) The director's breach of, or failure to perform, those duties constitutes: (i) A violation of the criminal law, unless the director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; (ii) A transaction from which the director derived an improper personal benefit, either directly or indirectly; (iii) A circumstance under which the liability provisions of s.607.0834 are applicable; (iv) In a proceeding by or in the right of the corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the corporation, or willful misconduct; or (v) In a proceeding by or in the right of someone other than the corporation or a shareholder, recklessness or an act or omission which was committed in bad

faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

IN WITNESS WHEREOF, the undersigned hereby executed these Articles of Incorporation this 3 day of September, 2004.


Robert M. Sommers
Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Alan R. Purcell
Registered Agent

04 SEP -9 PM 1:11