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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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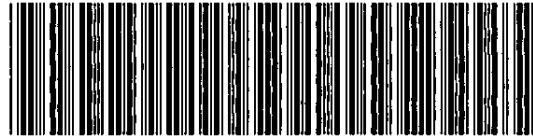
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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FILED  
2007 OCT -3 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch OCT 4 2007

**ANDREW S. FORMAN, P.A.**

15310 Amberly Drive  
Suite 250  
Tampa, Florida 33647  
(813) 969-3000  
Fax: (813) 514-2877  
asfid@aol.com

September 27, 2007

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

**RE: PHENOMENAL FOODS, INC.**

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for filing and a check in the amount of \$78.75 for the costs associated with filing same.

Should you have any questions, please feel free to call this office.

Thank you.

Sincerely,



Andrew S. Forman

Enclosures  
ASF/raw

**ARTICLES OF INCORPORATION  
OF  
PHENOMENAL FOODS, INC.**

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**ARTICLE I. NAME**

The name of this corporation shall be **PHENOMENAL FOODS, INC.**

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Division of Corporations. This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSE**

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

**ARTICLE IV. CAPITAL STOCK**

This corporation shall have the authority to issue 10,000 shares of common capital stock at ten cent (\$.10) par value per share.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

**ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions  
Imposed By This Corporation's Articles Of Incorporation, A Copy  
Of Which Is On File At This Corporation's Principal Office."

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board Of Directors shall be up to six. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

CLIFF COMBS, 4825 Bayheron Place, #507, Tampa, Florida 33616.

#### **ARTICLE VII. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### **ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 4825 Bayheron Place, #507, Tampa, Florida 33616.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: CLIFF COMBS.

#### **ARTICLE X. INCORPORATOR**

The name and address of the individual who shall serve as this corporation's incorporator are: CLIFF COMBS, 4825 Bayheron Place, #507, Tampa, Florida 33616.

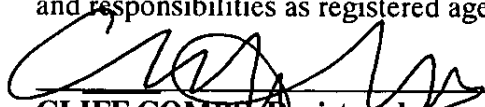
**ARTICLE XI. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
\_\_\_\_\_  
**CLIFF COMBS, Incorporator**

Date: 9/28/07

I hereby accept my designation as resident agent and agree to serve as the resident agent of **PHENOMENAL FOODS, INC.** I hereby state that I am familiar with and accept the duties and responsibilities as registered agent **PHENOMENAL FOODS, INC.**

  
\_\_\_\_\_  
**CLIFF COMBS, Registered Agent**

Date: 9/28/07