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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV 13 2009
D.A. WHITE

DATE: November 5, 2009

TO: Registration Section
Division of Corporations

SUBJECT: S&A Wholesale Distributing Company

The enclosed Articles of Incorporation and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Name: John C. Wenrick
Company: John C. Wenrick, CPA PA
Address: 1976 Alternate 19 S.
Tarpon Springs, FL 34689

For further information concerning this matter, please call:

John C. Wenrick at (727) 944-5979

Enclosed is a check for the \$70.00 filing fee.

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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ARTICLES OF INCORPORATION

OF

S&A Wholesale Distributing Company

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person of the age of twenty-one (21) years or more, acting as incorporator of a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this Corporation S&A Wholesale Distributing Company. (hereinafter called the "Corporation")

ARTICLE II - EFFECTIVE DATE AND DURATION

The Corporation will exist for a perpetual period.

ARTICLE III - PURPOSE

The Corporation is being formed for the purpose of Wholesale sales of nuts.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue one thousand shares (1,000) shares of common stock, having a par value of one dollar per share (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial register office is 502 Lakewood Dr Oldsmar, Florida 34677. The name of the initial registered agent of the corporation at that address is Sameh L. Tawafshah, and the principal address and registered office address of the Corporation are the same.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the Corporation is one (1) member. The number of directors may be increased, or decreased from time to time by amendment to the Bylaws, but shall never be less than One (1).

The name and address of the person to serve as initial director of the Corporation until the first annual meeting of shareholders, or until their successor(s) have been duly elected and qualified are:

**Sameh L. Tawafshah
502 Lakewood Dr
Oldsmar, FL 34677**

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the Corporation and the person signing these Articles of Incorporation is:

**Sameh L. Tawafshah
502 Lakewood Dr
Oldsmar, FL 34677**

ARTICLE VIII - BYLAWS

The board of directors shall adopt the initial Bylaws, and from time to time may alter, amend or repeal the Bylaws or adopt new Bylaws adopted by the Board of Directors.

In WITNESS WHEREOF, I have set my hand on November 5, 2009 on these Articles of Incorporation.


Sameh L. Tawafshah

**CERTIFICATION OF DESIGNATION OF
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: **S&A Wholesale Distributing Company**. The name and address of the registered agent and office is:

**Sameh L. Tawafshah
502 Lakewood Dr
Oldsmar, FL 34677**

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.



Sameh L. Tawafshah

November 5, 2009

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TALLAHASSEE, FLORIDA

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