

SENT BY: SIEGFRIED, RIVERA

1-12-05 13:13:11

305-443-3292- DIV OF CORPORATIONS: 2/ 0

P45000003460

1/11/95

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM

3:05 PM

((H95000000436)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: SIEGFRIED, KIPNIS, RIVERA, LERNER,

DEPARTMENT OF STATE

201 ALHAMBRA CIR

STATE OF FLORIDA

SUITE 1102

400 EAST GAINES STREET

CORAL GABLES FL 33134-

TALLAHASSEE, FL 32399

CONTACT: LISA CARMAN

FAX: (904) 922-4000

PHONE: (305) 442-3334

FAX: (305) 443-3292

((H95000000436)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SOUTHEASTERN FOOD DISTRIBUTORS INC.

FAX AUDIT NUMBER: H95000000436

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/11/1995

TIME REQUESTED: 17:05:24

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 6

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076424000767

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000000436)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Esc for Attention, Home to Switch

Capture Off

: On: 00:13:

RECEIVED

25:03:12 PM 3:52

RECEIVED

SENT BY: SIEGFRIED, RIVERA

1-12-95 3:12PM

305-443-3282 DIV OF CORPORATIONS: # 1/ 0

LAW OFFICES

SIEGFRIED, RIVERA, LERNER, DE LA TORRE & PETERSEN, P.A.

SUITE 1109

801 ALHAMBRA CIRCLE

CORAL GABLES, FLORIDA 33134

DADE (305) 442-2834

BROWARD (305) 784-1134

FAX (305) 442-2898

FORT LAUDERDALE OFFICE

ONE FINANCIAL PLAZA

SUITE 2018

FORT LAUDERDALE, FLORIDA 33304

BROWARD (305) 832-0788

FAX (305) 784-1788

OF COUNSEL

MICHELLE C. FRIGOLA, P.A.

FORT LAUDERDALE, FLORIDA 33304

STEVEN M. SIEGFRIED
OSCAR R. RIVERA
LISA A. LERNER
HELIO DE LA TORRE
BYRON G. PETERSEN
PETER H. EDWARDS

MARIA VICTORIA ARIAS
DANIEL DAVIS, P.C.
JAMES P. HARRINGTON
ELIZABETH D. KOZLOW
H. HUGH McCONNELL
SAMUEL A. PERBAUD

FILE NO.
REPLY TO:

FILED
JAN 12 1995
FBI - FT. LAUDERDALE

FAX TRANSMITTAL SHEET

TO:

FROM:

FAX #:

DATE:

TIME:

NUMBER OF PAGES TO FOLLOW:

OUR FAX NUMBER IS:

(305) 443-3292

OUR TELEPHONE NUMBER IS:

(305) 442-3334

MESSAGE:

The information contained in this transmission is attorney privileged and confidential. It is intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited.

ARTICLES OF INCORPORATION
OF
SOUTHEASTERN FOOD DISTRIBUTORS INC.

FILED
JAN 12 11 31 AM '03
TALLAHASSEE, FLA.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is:

SOUTHEASTERN FOOD DISTRIBUTORS INC.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is:

a) To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Seventy-Five Hundred (7,500) shares of common stock, each share having the par value of One (\$1.00) Dollar currency of the United States of America.

Mirra M. Iglesias
201 Alhambra Circle
Suite 1102
Orlando, Florida 32834
(407) 442-3334

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

ARTICLE IV - PRE-EMPTIVE RIGHTS

In the event that any authorized, but unissued stock, is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation at the time such authorized, but unissued stock, such new class of stock, or such increase is offered for subscription or such bonds, notes, debentures, or other securities convertible into stock, are offered for sale, shall have the right to subscribe for the share of such authorized, but unissued stock, the shares of such new class of stock, the shares of such increased stock, or to buy such bonds, notes, debentures, or other securities, convertible into stock, before the same is offered for public subscription or sale, in proportion to the number of shares owned respectively by each of the holders of such stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial address of the principal office of this corporation is to be 5000 S.W. 75th Avenue, 4th Floor, Miami, Florida 33155. The Board of Directors may, from time to time, designate such other address and place for the principal office of

H95000000436

this corporation as it may see fit.

ARTICLE VII - DIRECTORS

The number of directors may be increased from time to time in the manner set forth in the By-laws, but the number of directors shall never be less than one.

ARTICLE VIII- INITIAL DIRECTORS

The name and address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

FERNANDO E. SIMAN	5000 S.W. 75th Avenue
Director	4th Floor
	Miami, Florida 33155

ARTICLE IX - INITIAL OFFICERS

The name and address of the first Officers who shall hold office until their successors are elected or appointed and have qualified is as follows:

FERNANDO E. SIMAN	5000 S.W. 75th Avenue
President/Secretary	4th Floor
	Miami, Florida 33155

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is:

Mirta M. Iglesias
201 Alhambra Circle
Suite 1102
Coral Gables, Florida 33134

ARTICLE X - CONFLICT OF INTEREST

No contract between this corporation and other corporations or another individual shall be invalidated solely by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other

H95000000436

H95000000436

corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this corporation.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII - ADDRESS OF REGISTERED OFFICE

The initial street address of the registered office of this corporation is to be 5000 S.W. 75th Avenue, 4th Floor, Miami, Florida 33155. The Board of Directors may from time to time, designate such other address and place for the registered office of this corporation as it may see fit.

ARTICLE XIII - SERVICE OF PROCESS

All legal service shall be made upon FERNANDO E. SIMAN, the Registered Agent, at 5000 S.W. 75th Avenue, 4th Floor, Miami, Florida 33155.

ARTICLE XIV - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of

H95000000436

SENT BY: SIEGFRIED, RIVERA

: 1-12-95 : 3:16PM :

305-443-3282- DIV OF CORPORATIONS: # 7/ 0

8950000000436

serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses including legal expenses on appeal matter.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

IN WITNESS WHEREOF, the foregoing Articles of Incorporation were executed this 11th day of January, 1995.

Mirta M. Iglesias
Mirta M. Iglesias, Incorporator

STATE OF FLORIDA)

COUNTY OF DADR)

The foregoing instrument was acknowledged before me this 11th day of January, 1995 by Mirta M. Iglesias. She is personally known to me.

Signature: Stephanie G. Hoeller

NAME:

Title:

Serial No.:

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. APR. 9, 1995
BONDED THRU GENERAL INS. UND.

8950000000436

SENT BY: SIEGFRIED, RIVERA

: 1-12-95 : 3:15PM :

305-443-3282- DIV OF CORPORATIONS: # 0 / 0

ID5000000436

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: SOUTHEASTERN WOOD DISTRIBUTORS CORP., WITH ITS
PRINCIPAL PLACE OF BUSINESS AT 5000 S.W. 75TH AVENUE, 4TH FLOOR,
CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED FERNANDO E. SIMAN.,
LOCATED AT 5000 S.W. 75TH AVENUE, 4TH FLOOR, CITY OF MIAMI, STATE
OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS.

DATED: January 11, 1995.

Marta M. Iglesias
MARTA M. IGLESIAS, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

DATED: January 11, 1995.

By: Fernando E. Siman
FERNANDO E. SIMAN,
Registered Agent

H95000000436

SENT BY: SIEGFRIED, RIVERA
JUL-12-00 THU 13:40
SENT BY: SIEGFRIED, RIVERA

1-12-05 3:10PM
SOUTHERN PAPER
1-11-05 5:10PM

305-443-3202- DIV OF CORPORATIONS: 8/8
FAX NO. 305-882-0055 P.02
305-443-8203- 8030020000: 8/8

105000000436

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMESTIC FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
HAVING AGENT UPON SUCH PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: SOUTHEASTERN FOOD DISTRIBUTORS CORP., WITH ITS
PRINCIPAL PLACE OF BUSINESS AT 5000 S.W. 75TH AVENUE, 4TH FLOOR,
CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED FERNANDO N. SIMAN.,
LOCATED AT 5000 S.W. 75TH AVENUE, 4TH FLOOR, CITY OF MIAMI, STATE
OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS.

DATED: January 11, 1995.

Marta M. Iglesias
MARTA M. IGLESIAS, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

DATED: January 11, 1995.

By: Fernando E. Siman
FERNANDO N. SIMAN,
Registered Agent

H95000000436