

95000002376

PAGE 001 OF 001
CALLER NAME: FOWLER, WHITE, BURNETT, ET AL
TO: DIVISION OF CORPORATIONS
FROM: FOWLER, WHITE, BURNETT, ET AL
100 SE FIRST STREET
17TH FLOOR
MIAMI FL 33131-0000
CONTACT: JUDITH D RODMAN
PHONE: (305) 358-6550
FAX: (305) 358-6551
DATE: 02/01/95
TIME: 08:52 AM
P.01/04

2/01/95

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: FOWLER, WHITE, BURNETT, ET AL

DEPARTMENT OF STATE

100 SE FIRST STREET

STATE OF FLORIDA

17TH FLOOR

409 EAST GAINES STREET

MIAMI FL 33131-

0000

TALLAHASSEE, FL 32399

CONTACT: JUDITH D RODMAN

FAX: (904) 922-4000

PHONE: (305) 358-6550

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((H95000001276))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SHEPPARD FOODSERVICE, INC.

FAX AUDIT NUMBER: H95000001276

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/01/1995

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ARTICLES OF INCORPORATION
OF
SHEPPARD FOODSERVICE, INC.

TALLAHASSEE, FLORIDA

55 FEB -1 01 1:33

FILED

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is:

SHEPPARD FOODSERVICE, INC.

ARTICLE II

PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

Authorized Capital

The corporation is authorized to issue One Thousand (1,000) shares of common stock, with a par value of \$1.00 per share.

Jonathan H. Warner, Esq.
Fowler, White, Burnell, Hurley, Danick & Cluckreor, P.A.
100 S.E. 2nd Street, 17th Floor
Miami, Florida 33131-1100
ph: (305) 789-9200
Florida Bar No. 144533

Audit No. H95000001276

Amfil No. M95000001771

ARTICLE IV

Address

The mailing address of the corporation is 100 S.E. Second Street, 17th Floor, Miami, Florida 33131.

ARTICLE V

Registered Office and Agent

The street address of the corporation's initial registered office is 100 S.E. Second Street, 17th Floor, Miami, Florida 33131. The name of the initial registered agent at such office is Jonathan H. Warner.

ARTICLE VI

Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

Amfil No. M95000001274

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(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VII**Incorporator**

(a) The name and address of the incorporator of the corporation are: Jonathan H. Warner, International Place, 100 S.E. 2nd St., 17th Floor, Miami, FL 33131-1101.

(b) There shall be no initial Board of Directors. Until a Board of Directors is elected and shares are issued, the incorporator shall have all the rights and powers of a shareholder, including, without limitation, the power to elect a Board of Directors. The Board of Directors shall be elected as soon as convenient after filing these Articles.

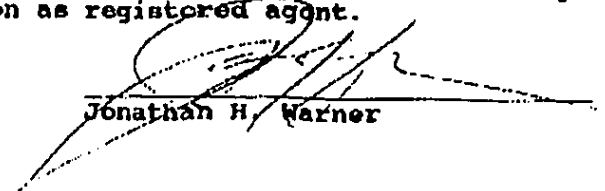
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31st day of January, 1995.


Jonathan H. Warner

--000--

**ACCEPTANCE OF APPOINTMENT
AS
REGISTERED AGENT**

Having been named as registered agent for the above-named corporation at the place designated in these Articles of Incorporation, 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.


Jonathan H. Warner

Addit No. 295000001276

SHEPPARD FOODSERVICE, INC.



A Subsidiary of Sun City Industries, Inc.

July 10, 1996

P95000008376

601 PAGE STREET
AUBURNDALE, FLORIDA 33823
OFFICE: (941) 967-6900
FAX: (941) 967-8373
WATTS: (800) 330-7005

Department of State
Division of Corporations
Annual Reports Section
P.O. Box 13900
Tallahassee, FL 32317

To Whom It May Concern:

This is a request in writing to have the address on the Profit Corporation Annual Report, document #P95000008376(2), FEIN 65-0552937 changed to the following:

SHEPPARD FOODSERVICE, INC.
601 PAGE STREET
AUBURNDALE, FL 33823

Your time and assistance in this matter is appreciated.

Sincerely,

James N. Heston

James N. Heston
Vice President

P95000008376

BAKER & MCKENZIE

ATTORNEYS AT LAW

EUROPE
MIDDLE EAST

ALMATY MADRID
AMSTERDAM MILAN
BARCELONA MOSCOW
BERLIN MUNICH
BRUSSELS PARIS
BUDAPEST PRAGUE
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HO CHI MINH CITY
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MANILA
MELBOURNE
SINGAPORE
SYDNEY
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BARNETT TOWER

701 BRICKELL AVENUE

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SOUTH AMERICA

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JUAREZ SAN DIEGO WASHINGTON DC

JONATHAN H. (JASON) WARNER
(305) 789-8980
E-Mail: Jason.Warner@Bakernet.com

July 21, 1997

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

Re: Sheppard Foodservice, Inc.
Appointment of New Registered Agent

300002248423--9
-07/25/97--01113--010
*****35.00 *****35.00

Dear Sir or Madam:

Enclose please find Statement of Change of Registered Office and Registered Agent for the above Florida corporation, along with Acceptance of Appointment by the new registered agent. The check of Sun City Administrative Co., the above corporation's parent company, in the amount of \$35 is enclosed as the filing fee for this document.

Please contact the undersigned by telephone or telefax if you have any questions regarding this filing.

Sincerely,


Jonathan H. (Jason) Warner
JHW/

FILED
97 JUL 25 AM 7:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. A. Change
KFS
8-5-97

FILED

97 JUL 25 AM 7:55

**STATEMENT OF CHANGE OF REGISTERED
OFFICE AND REGISTERED AGENT**

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Sheppard Foodservice, Inc., a Florida corporation, hereby files this statement of change of registered office and registered agent, and states as follows:

First, the name of the corporation is Sheppard Foodservice, Inc.

Second, the street address of its current registered office is 701 Brickell Avenue, Suite 1600, Miami, Florida, 33131.

Third, the street address of its new registered office is 5545 N.W. 35th Avenue, #15, Ft. Lauderdale, FL 33309.

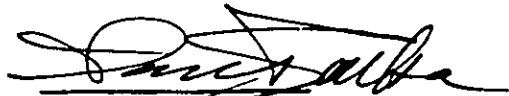
Fourth, the name of its current registered agent is Jonathan H. Warner.

Fifth, the name of its new registered agent is Saul Zalka, and his consent to such appointment is attached.

Sixth, the street address of its registered office and the street address of the business office of the registered agent, as changed, are identical.

Seventh, the foregoing change was authorized by resolution duly adopted by its board of directors.

The undersigned has executed this Statement of Change of Registered Office and Registered Agent this 24 day of July, 1997.



Saul Zalka, President
Sheppard Foodservice, Inc.

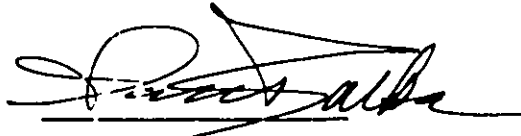
ACCEPTANCE OF APPOINTMENT

Pursuant to Section 607.0502, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of SHEPPARD FOODSERVICE, INC., and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office at the address specified below.

The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Date:

7/14/97



Saul Zilka