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March 2, 1995

FILED
MAR -3 AM 9:25
TALLAHASSEE, FLORIDA

Department of State
of Corporation
Corporation Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

11000017853
MAR 02 1995
*****20.00 *****20.00

Re: Friendly Fair Foods Incorporated

Dear Sir/Madam:

Enclosed please find an original Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$70.00 is enclosed which represents the following fees:

Filing Fee	\$35.00
Registered agent fee:	\$35.00

Please file the original of the enclosed Articles of Incorporation.

I am sending you these Articles of Incorporation by Federal Express and have enclosed a Federal Express Return envelope for you to send me notice of the incorporation.

Thank you for your attention and cooperation in this matter.

Very Truly Yours,

Horace A. Knowlton IV

Horace A. Knowlton, IV

ARTICLES OF INCORPORATION

OF

FRIENDLY FAIR FOODS INCORPORATED.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I-NAME

The name of this corporation shall be;

FRIENDLY FAIR FOODS INCORPORATED

and its principal office and mailing address is:

16958 U.S. 41 South
Springhill, Florida 34610

ARTICLE II - DURATION

The corporation shall have a perpetual existence and shall begin the date these Articles of Incorporation are filed with the Department of the State of Florida.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by the corporation, or the objects or purposes of the corporation, shall be as follows, to wit:

- (a) To sell food concessions.
- (b) To invest in real estate, mortgages, stocks, bonds, or any other type of investments.
- (c) To own real and personal property necessary for the transaction of the above business.
- (d) In general, to have and exercise all powers conferred by the laws of the State of Florida and to do any and all things hereinabove set forth to the same extent as a natural person might

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or could do.

ARTICLE IV - CAPITAL STOCK

(a) The maximum number of shares which this corporation is authorized to have outstanding at any time shall be Ten Thousand (10000) shares of common stock having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 442 West Kennedy Blvd., Suite 280 Tampa, Florida 33606. Registered Agent of this corporation at such office, shall be Horace A. Knowlton IV, who upon accepting this designation agrees to comply with Chapter 607, Florida Statutes, as amended from time-to-time with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) member. The number of directors may be increased or decreased from time-to-time by vote of the Shareholder as set out in the By-Laws.

The name and address of the initial Board is:

Name	Address
Frank Zaitshik	16958 U.S. 41 South Springhill, Florida 34610
Melissa Zaitshik	16958 U.S. 41 South Spring Hill, Fl. 34610

ARTICLE VII - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE VIII - INCORPORATORS

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

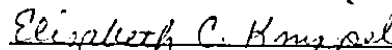
Horace A. Knowlton IV
442 West Kennedy Blvd., Ste#280
Tampa, Florida 33606


HORACE A. KNOWLTON IV

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing ARTICLES OF INCORPORATION of FRIENDLY FAIR FOODS INCORPORATED were acknowledged before me this 2 day of MARCH, 1995, by Horace A. Knowlton IV as incorporator, who is personally known to me or who produced NA as identification.


Notary Public

ELIZABETH C. KNIPPER
(Type name of Notary Public)

My Commission Expires:

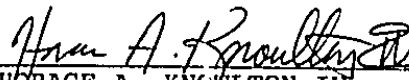
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING REGISTERED OFFICE
AND REGISTERED AGENT (AND RESIDENT AGENT)

Pursuant to applicable Florida Statutes, the following is submitted:

That FRIENDLY FAIR FOODS INCORPORATED, desiring to organize under the laws of the State of Florida, with its Registered office as indicated in the ARTICLES OF INCORPORATION at 442 West Kennedy Blvd., Suite 280 Tampa, Florida 33606 has named Horace A. Knowlton IV as its Registered Agent (and Resident Agent).

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the foregoing corporation at the place designated in these articles, I hereby accept to act in this capacity, and agree to comply with Florida Statutes relative to keeping open said office and carrying out the obligations of that position.



HORACE A. KNOWLTON IV
as Registered Agent.

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