

P95 000037186

LAW OFFICES
CHESTER M. MONTELLO & KENNEY, P.A.
OFFICE: 1111 AVENUE
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MIAMI, FLORIDA 33133
TELEPHONE (305) 371-0700
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May 5, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

200001480182
-05/09/95--01026--018
*****70.00 *****70.00

Re: Variety Foods, Inc. (the "Company")

Ladies and Gentlemen:

Enclosed herewith please find two original sets of the Company's Articles of Incorporation along with our check in the amount of \$70.00.

Please file and return one set to the undersigned. If you have any questions, please call.

Sincerely,



Louis R. Montello

Enclosures

95 MAY -8 PM 5:57
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FILED
55 MAY -8 PM 5:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is Variety Foods, Inc. (hereinafter called the "Corporation").

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the Corporation is 3750 N.E. 4th Avenue, Fort Lauderdale, Florida 33334.

ARTICLE III

Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1000	\$.01	common

ARTICLE IV

Special Meeting

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

Initial Registered Office

The street address of the Corporation's initial registered office in the State of Florida is 701 Brickell Avenue, Suite 1200, Miami, Florida 33131, City of Miami, County of Dade, and the name of its initial registered agent at such office is Louis R. Montello.

ARTICLE VI

Board of Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is three, and the names and addresses of the members of the initial Board of Directors, who are to serve as the Corporation's directors until their successors are duly elected and qualified are:

K. Patrick Raley
3750 N.E. 4th Avenue
Fort Lauderdale, FL 33334

Eugene Midyette
3750 N.E. 4th Avenue
Fort Lauderdale, FL 33334

Louis A. Raley
3750 N.E. 4th Avenue
Fort Lauderdale, FL 33334

ARTICLE VII

Incorporator

The name of the Incorporator is Louis R. Montello and the address of the Incorporator is 701 Brickell Avenue, Suite 1200, Miami, Florida 33131.


ARTICLE VIII

Indemnification

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

FILED
95 MAY - 8 PM 5:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 5th day of May, 1995.



Louis R. Montello,
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Variety Foods, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.



Louis R. Montello,
Registered Agent

May 5, 1995

FILED
95 MAY - 8 PM 5:58
- SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000037186

CHEEZEM MONTELLO & KENNEY, P.A.

701 BRICKELL AVENUE
SUITE 1200
MIAMI, FLORIDA 33131
TELEPHONE (305) 373-0300
FAX (305) 371-8703

December 27, 1995

VIA FEDERAL EXPRESS

Louis A. Raley, CPA
6718 North State Road 7
Coconut Creek, FL 33073

Re: Variety Foods, Inc.

Dear Lou:

Enclosed please find

1. Articles of Merger of Mills Jennings Food Products, Inc.
and The Gary Group, Inc. into E&S Food Distributors, Inc.

2. Articles of Merger of E&S Food Distributors, Inc. into
Variety Foods, Inc.

Please have Gene Midyette execute both sets of documents and
forward them with my enclosed cover letter via Federal Express to

Mr. Steve Harris
Amendments and Mergers
Secretary of State/Department of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

You need to enclose two checks, one for 122.50 and the other
for \$157.00 made payable to the Secretary of State, with the
Articles of Merger. These documents must reach the Secretary of
State's office by Friday morning. If you have any questions,
please call me.

Spoke w/ Mr. Montello's Asst.,
said Pkx of Merger is in
Sch. 3.

Sincerely,

Louis R. Montello
Louis R. Montello

Enclosures

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55 DEC 29 PM 12:08
SECRETARY OF STATE
DEPARTMENT OF CORPORATIONS

100001685221
-01/10/96--01124--010
****122.50 ****122.50

ARTICLES OF MERGER
Merger Sheet

MERGING:

E. & S. FOOD DISTRIBUTORS, INC., a Florida corporation, F56215

INTO

VARIETY FOODS, INC., a Florida corporation, P95000037186

File date: December 29, 1995, effective December 31, 1995

Corporate Specialist: Steven Harris

EFFECTIVE DATE

12-31-95

SECRET
NO FORN DISSEM
DATE 12-31-95
BY 123456789

**ARTICLES OF MERGER
OF
E. & S. FOOD DISTRIBUTORS, INC.
INTO
VARIETY FOODS, INC.**

Pursuant to Sections 607.0704, 607.1101, 607.1103 and 607.1105 of the Florida Business Corporation Act, Variety Foods, Inc., a Florida corporation ("VF") and E. & S. Food Distributors, Inc., a Florida corporation ("E&S"), hereby adopt the following Articles of Merger for the purpose of merging E&S into VF (the "Merger"):

FIRST: The names of the corporations that are parties to the Merger are:

E. & S. Food Distributors, Inc.
Variety Foods, Inc., Surviving Corporation

SECOND: The effective date of the Merger shall be December 31, 1995 (the "Effective Date").

THIRD: On the Effective Date, each share of E & S Common Stock will be cancelled.

FOURTH: A majority of the shareholders of both E & S and VF adopted the plan of merger on December 27, 1995, by written consent in accordance with the provisions of Sections 607.0704 and 607.1103 of the Florida General Corporation Act.

IN WITNESS WHEREOF, E&S and VF have caused these Articles of Merger to be executed in their respective corporate names and on their behalf by their respective presidents on December 27, 1995.

E. & S. FOOD DISTRIBUTORS, INC.

By: Gene Midyette
Gene Midyette,
President

VARIETY FOODS, INC.

By: Gene Midyette
Gene Midyette,
President