

G. EDWARD RICH

ATTORNEY AND COUNSELOR AT LAW
TALLAHASSEE, FLORIDA 32314
TELEPHONE (904) 387-0803

P95000042343

April 17, 1995

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

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-04/21/95--01010--001
*****87.50 *****87.50

RE: FILING ARTICLES OF INCORPORATION FOR LANDMARK FOOD SERVICES, INC.

Dear Sirs:

Please find enclosed the Articles of Incorporation of Landmark Food Services, Inc. and a check for \$87.50 to cover the filing fee and a certified copy of the Articles of Incorporation, which should be mailed back to our office.

If you have any questions, do not hesitate to call us at (904)387-0803.

Sincerely yours,

Edward Rich

C. Edward Rich

CER/sgl

Enclosures

R95-1609
Dmc
4/26/95

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*****35.00 *****35.00

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W95-8936

FILED
MAY 31 PM 2:25
TALLAHASSEE, FLORIDA



MAY 15 1995

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 15, 1995

C. EDWARD RICH
ATTORNEY AND COUNSELOR AT LAW
2110 PARK STREET, SUITE 1
JACKSONVILLE, FL 32204-3812

SUBJECT: LANDMARK FOOD SERVICES, INC.
Ref. Number: W95000008936

We have received your document for LANDMARK FOOD SERVICES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is a balance due of \$35.00.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 595A00024893

ARTICLES OF INCORPORATION
OF
LANDMARK FOOD SERVICES, INC.

The undersigned, acting as incorporator under the provision of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation.

ARTICLE I
Name

The name of this Corporation shall be: LANDMARK FOOD SERVICES, INC.

ARTICLE II
Term of Existence

The duration of this Corporation is to be perpetual.

ARTICLE III
Purposes

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV
Stock Clause

The aggregate number of shares of stock which this Corporation shall have authority to issue shall be 500 shares of common stock, each with a par value of \$1.00.

ARTICLE V
Incorporator/Principal Office

The name and address of the person signing these Articles, is: NORMAN J. ABRAHAM 4433 Herschel Street, Jacksonville, Florida 32210, which address is also the initial principal office and mailing address of the corporation.

ARTICLE VI
Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Notice of any such action so taken shall be given within ten (10) days of the date of such action of those Shareholders entitled to vote thereon who did not give their written consent.

ARTICLE VII
Stock Transfer Agreements

If all, or any, of the Shareholders or Subscribers to the stock of the Corporation shall enter into any agreement between themselves or with the Corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the Shareholders or Subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the Corporation, any and all of the stocks of the Corporation held by them, and if a copy of the agreement is filed with the Corporation, all certificates of shares, subject to such agreement or restriction, shall have a reference thereto endorsed thereon by an officer of the Corporation and such stock shall not thereafter be transferred on the books of the Corporation except in accordance with the terms and provisions of the agreement. If

the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee or other fiduciary may be voted, in person or by proxy and without proof of authority.

ARTICLE VIII
Fundamental Changes

The affirmative vote holders of sixty-six and two-thirds percent (66 2/3%) of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following Corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the Corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the Corporation;
- (d) Dissolution of the Corporation;

ARTICLE IX
Inspection of Books

Each Shareholder shall have the unqualified right and privilege to examine all Corporation books, records and correspondence. This privilege of examination is conditioned by the provision that the shareholder agrees to indemnify the Corporation for losses suffered by improper disclosure of information obtained in the course of such inspection. The Shareholder may not delegate the right of inspection.

ARTICLE X
Long-Term Employment Contract

The Shareholders may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one (1) year, and any Charter or By-Law provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE XI
Shareholder Reliance on Corporate Records

A Shareholder shall not be liable for dividends illegally declared, distributions illegally made to Shareholders or any other action taken in reliance in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution he considers the assets to be of ample value.

ARTICLE XII
Effective Date


The date that corporate existence shall begin shall be upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE XIII
Initial Registered Office and Agent

The address of the initial registered office of the Corporation is 4433 Herschel Street, Jacksonville, Florida 32210. The name of the initial registered agent of this Corporation is NORMAN J. ABRAHAM.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 17th day of April, 1995.

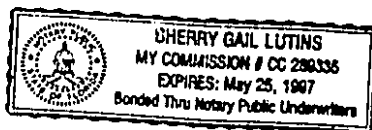
STATE OF FLORIDA
COUNTY OF DUVAL

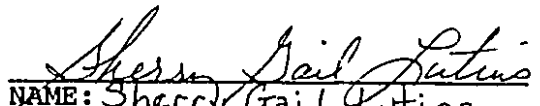

NORMAN J. ABRAHAM

BEFORE ME, the undersigned authority, personally appeared NORMAN J. ABRAHAM, to me well known and known to be the individual described in and who executed the foregoing Articles of Incorporation, or who has produced FL drivers license as identification and he acknowledged before me that he executed the same of the purposes therein expressed.

WITNESS my hand and official seal at Jacksonville, County and State aforesaid, this 17th day of April, 1995.

My Commission Expires:




NAME: Cherry Gail Lutins
Notary Public
State of Florida at Large

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LANDMARK FOOD SERVICES, INC.

HAVING been named to accept service for the above stated corporation, and having the address of 4433 Herschel Street, Jacksonville, Florida 32210 for this capacity, I hereby agree to act as the initial registered agent of this corporation, and further agree to comply with the provisions of statutes relative to the proper and complete performance of my duties.


NORMAN J. ABRAHAM


STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared NORMAN J. ABRAHAM, to me well known and known to be the individual described in and who executed the foregoing Articles of Incorporation, or who has produced FL Drivers License as identification and he acknowledged before me that he executed the same of the purposes therein expressed.

WITNESS my hand and official seal at Jacksonville, County and State aforesaid, this 3 day of May, 1995.

My Commission Expires:




NAME: Sherry Gail Lutins
Notary Public
State of Florida at Large

CC MAY 31 PM 2:25

FILED

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