## P95000051152

AmeriLawyer®		
(Requestor's Name) 343 ALMERIA AVENUE	ĺ	
CORAL GABLES, FL 33134 – (305) 445-2700	OFFICE USE ONLY	
(City, State, Zin) (Phone #)	CITICE OSE ONE!	-

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Examiner's Initials

#### CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): SUNRISE FRESH CORP. (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Walk in Pick up time **Certified Copy** Mail out Will wait Photocopy Certificate of Status NEW FILINGS **AMENDMENTS** refigial (j. j.) √|Profit Amendment **NonProfit** Resignation of R.A., Officer/Director Change of Registered Agent Limited Liability **Domestication** Dissolution/Withdrawal Other Merger REGISTRATION/ **OTHER FILINGS**

QUALIFICATION

Limited Partnership

Reinstatement Trademark

Foreign

Other

Annual Report

Fictitious Name

CR2E031(10/92)

Name Reservation

#### **ARTICLES OF INCORPORATION**

FILED

95 JUN 30 70 11: 50

OF

DESCRIPTION STATE

#### SUNRISE FRESH CORP.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

#### **ARTICLE 1 - NAME**

The name of the Corporation is SUNRISE FRESH CORP., (hereinafter, "Corporation").

#### **ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

#### **ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 2895 Grumman Court, Daytona Beach, Florida 32124 and the mailing address is the same.

#### **ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez 343 Almeria Avenue Coral Gables, Florida 33134

#### **ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:

Brett H. May

Vice-President:

Lester H. May, Jr.

Secretary:

Brett H. May

Treasurer:

Lester H. May, Jr.



#### ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Lester H. May, Jr. Brett H. May

#### **ARTICLE 7 - CORPORATE CAPITALIZATION**

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).
- 7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

#### **ARTICLE 8 - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



- 8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.
- 8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.
- 8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE 9 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 10 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 11 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



#### ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer<sup>®</sup>, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer<sup>®</sup>, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 14 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 15 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 29 June 1995.

Elsie Sanchez, Incorporator

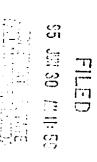
### ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®

Natalia Utrera, Vice President

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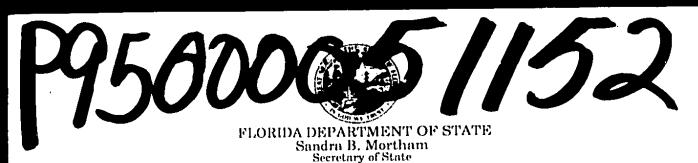
August 19, 1996

REPLACEMENT FEE 1996

CUS: SUNRISE FRESH CORP.

DEBIT MEMO: # 9996-B

CHECK #: 1415



June 19, 1996

SUNRISE FRESH CORP. 1425 WEST GRANADA BLVD 5 ORMOND BEACH, FL 32174US

SUBJECT: SUNRISE FRESH CORP.

Ref. Number: P95000051152

Debit Memo #: 9996-B

This is to inform you that your check #1415 in the amount of \$233.75 and submitted for SUNRISE FRESH CORP, has been returned to us by your bank because of PAYMENT STOPPED.

We request that you remit a cashier's check or money order in amount of \$248.75 made payable to the Department of State. This amount will cover the unpaid fees and the service fee required by law under section 215.34, Florida Statutes.

When sending the cashier's check or money order, please refer to the debit memo number listed above and state that it is a replacement for the returned check mentioned above.

Please note that the documents filed by this office with the returned check will be cancelled unless a replacement check is received within 30 days from the date of this letter. Send the replacement check to:

Division of Corporations Attn: Pat Bailey P.O. Box 6327 Tallahassee, FL 32314 6/13/96 6866 27

If you have any questions concerning this matter, please call (904) 487-6816.

Sincerely, Pat Bailey Accountant I Division of Corporations

Letter number: 496A00030476



August 1, 1996

SUNRISE FRESH CORP. 1425 WEST GRANADA BLVD ORMOND BEACH, FL 32174 US

SUBJECT: SUNFIISE FRESH CORP. Ref. Number: P95000051152

Due to your failure to respond to our previous letter, your Annual Report for SUNRISE FRESH CORP, has been cancelled and is considered not filed as of Debit Memo #: 9996-B

Please refer to our previous letter advising you of the returned check. August 1, 1996.

Section 607.1421, Florida Statutes, requires us to give at least 60 days notice of our intent to administratively dissolve a Florida corporation or revoke the authority to transact business of a foreign corporation for failure to file the annual report and pay the filing fee. This will serve as your notice that if payment of \$248.75 is not received within the 60 day period, your corporation will be \$248.75 is not received within the 60 day period, your corporation administratively dissolved or revoked and a reinstatement fee of an additional \$175 will be imposed. \$175 will be imposed.

Please send your response to:

Division of Corporations Attn: Pat Bailey P.O. Box 6327 Tallahassee, FL 32314

6866 27 6/13/96



October 22, 1997

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

> Re: SUNRISE FRESH CORP. Document# P95000051152

#### Dear Sirs:

Please let this letter serve as authorization to change the the following relating to the above captioned corporation:

New Corporate Address: Current Corporate Address on File: 1.

1648 Taylor Road, Unit 362 2895 Grumman Court Daytona Beach, Florida 32124 Daytona Beach, Florida 32124

New Mailing Address: Current Mailing Address on File: 2.

1648 Taylor Road, Unit 362 2895 Grumman Court Daytona Beach, Florida 32124 Daytona Beach, Florida 32124

Thank you for your attention to this matter. Should you have any questions, please contact the undersigned.

Sincerely,

Lawrence J. Spiegel

Attorney at Law

cc: Brett H. May