

P95000004227

200001556292
-08/09/95--01065--018
****122.50 ****122.50

July 31, 1995

Secretary of State
Corporate Records Bureau
PO Box 6327
Tallahassee, Florida 32314

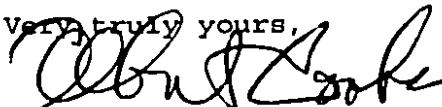
RE: Certified Copy of Articles of Incorporation
Cooke Corp.

Gentlemen:

Enclosed herewith is a check in the amount of \$122.50.
Please send me a certified copy of the Articles of
Incorporation for Cooke Corp. to the following address:

Cooke Corp.
c/o A+ Bookkeeping, Inc.
6875 NW 2nd Street
Margate, FL 33063

Very truly yours,


Albert Cooke

AC;mkv

Enclosure

00308-00502-00672
W95-16062

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 13 AM 11:46

cf 8/21/95



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 AUG 18 AM 11:46

FLORIDA DEPARTMENT OF STATE

August 10, 1995

Sandra B. Mortham
Secretary of State

C/O A+ BOOKKEEPING, INC.
ATTN: ALBERT COOKE
6875 NW 2ND STREET
MARGATE, FL 33063

SUBJECT: COOKE CORP.
Ref. Number: W95000016062

We have received your document for COOKE CORP. and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 395A00037455

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 AUG 10 AM 11:46

**ARTICLES OF INCORPORATION
OF
CLARENDON FOOD CORP.**

ARTICLE I

The name of this corporation is CLARENDON FOOD CORP. with it's principle and mailing address being: 951 E. 7TH AVE., SUITE B, TAMPA, FL 33605.

ARTICLE II

This corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE III

The general nature of the business is to be transacted as follows:

SECTION 1: To buy, sell, mortgage, lease, encumber, alienate, or otherwise deal in real property and to construct thereon, cause to be constructed thereon, or otherwise improve real property or personal property, including the doing of any and all business and contracting incidental thereto or connected therewith and the doing and performing any and all acts or things necessary, proper or convenient for or incidental to furtherance or the carrying out of the powers purposes herein mentioned.

SECTION 2: To engage in any commercial or industrial enterprise calculated or designed to be profitable to this corporation and in conformity with the Laws of the State of Florida.

SECTION 3: To generally engage in, do and perform any enterprise, act or vocation that a natural person might do or perform.

SECTION 4: To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly, which is not prohibited by the Laws of the State of Florida, or in any other state in the United States or in any foreign country. To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the powers herein specified or not, either alone or in connection with other firms, individuals or corporations, either in this state or throughout the United States, and elsewhere.

ARTICLE IV

The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE V

Any unissued stock or such additional authorized issue of new stock or of other securities convertible into stock may be issued and disposed of pursuant to resolution of the Board of Directors to such other persons, firms, corporations or associations and upon such terms as may be

deemed advisable by the Board of Directors in the exercise of their discretion.

ARTICLE VI

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be 500 shares of one dollar (\$1.00) par value, unless duly changed in accordance with the laws of the State of Florida. It is the intention of this Corporation that the stock issued shall qualify as "Section 1244 stock", as such term is defined in the Internal Revenue Code and the Regulations issued thereunder.

ARTICLE VII

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

The street address of the initial registered office of this corporation in the State of Florida shall be at 951 E. 7TH AVE., SUITE B, TAMPA, FL 33605 and the name of the initial registered agent of this corporation at that address is Albert Cooke and may have such other places of business both within and without the State of Florida, and in foreign countries, as may be necessary and convenient.

ARTICLE IX

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE X

The name and street address of the first Board of Directors of this Corporation, who shall hold office until the organization meeting of this Corporation, and until his successors are elected and have qualified, is:

Albert Cooke
8509 Woodall Court
Tampa, FL 33615

ARTICLE XI

The name and street address of the subscriber to the Articles of Incorporation is as follows:

Albert Cooke
8509 Woodall Court
Tampa, FL 33615

ARTICLE XII

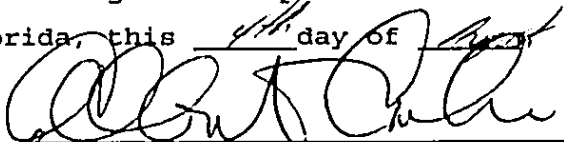
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be

made.

ARTICLE XIII

In accordance with F.S. 607.167, the date of corporate existence of this Corporation shall be the date of subscription and acknowledgment of these Articles of Incorporation provided these Articles of Incorporation are filed by the Department of State within five (5) days, exclusive of legal holidays, after such date. Otherwise, the date of corporate existence shall be upon the filing of these Articles of Incorporation by the Department of State.

IN WITNESS WHEREOF, I the undersigned, being the subscribing incorporator have hereunto set my hand and seal for the purpose of forming this Corporation under the Laws of the State of Florida, this 4th day of April, 1995.


Albert Cooke

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, this day personally appeared Albert Cooke known to me to be the person described as subscriber and acknowledge before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the County and State named above, this 4th day of April, 1995.


Notary Public, State of Florida

My Commission Expires:



OFFICIAL SEAL
CARL THOMPSON
My Commission Expires
Jan. 29, 1996
Comm. No. CC 176872

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 AUG 18 AM 11:46

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance with chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First - That ~~COOKE CORP.~~ *Clarendon Food Corp.* desiring to organize under the laws of the State of Florida, with its' principle office, as indicated in the articles of incorporation at the City of Tampa, in the County of Hillsborough, State of Florida, has named Albert Cooke located at: 8509 Woodall Court, City of Tampa, State of Florida as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Resident Agent, Albert Cooke