

P95000068144

TODD A. STERZOY
Holland and Knight

(Requestor's Name)
315 South Calhoun Street Suite 600
(Address)
Tallahassee, Florida 32302
(City, State, Zip) (Phone #)

95 SEP - 5 PM 12:30

FILED
95 SEP - 5 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. River Ranch Orlando, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 1:00

☒ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

See release letter

D. BROWN SEP - 5 1995

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 31, 1995

TODD A. STERZOY
HOLLAND AND KNIGHT
313 S. CALHOUN ST., SUITE 600
TALLAHASSEE, FL 32302

SUBJECT: RIVER RANCH ORLANDO, INC.
Ref. Number: W95000017579

We have received your document for RIVER RANCH ORLANDO, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name you must obtain their release. When the document is resubmitted, please return a copy of this letter to ensure proper handling.

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

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 895A00040597

RECEIVED
SEP 1 1995
TALLAHASSEE, FL
DIVISION OF CORPORATIONS

Law Offices

HOLLAND & KNIGHT

625 North Flagler Drive, Suite 700
P.O. Box 3298 (ZIP 33402-3298)
West Palm Beach, Florida 33401
407-833-2000
FAX 407-650-8399

A Partnership Including Professional Corporations

Atlanta	Orlando
Fort Lauderdale	St. Petersburg
Jacksonville	Tallahassee
Lakeland	Tampa
Miami	Washington, D.C.

September 1, 1995

DAVID L. PERRY, JR.
407-650-8314

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

Re: RIVER RANCH ORLANDO, INC.

Dear Sirs:

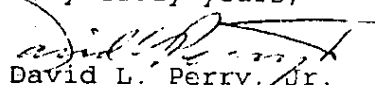
We enclose again the incorporation papers for River Ranch Orlando, Inc., together with a letter of the Gardere & Wynne law firm assigning to our firm all rights in the name "River Ranch Orlando, Inc." under the name reservation document number R95000003848, and disclaiming any further rights in the name.

It is our understanding that with the enclosed assignment and release, you will be able to file our documents for the incorporation of River Ranch Orlando, Inc.

Any questions or requests for additional information should be directed to the undersigned. I can be reached by telephone at (407) 650-8314.

HOLLAND & KNIGHT
WALK IN
PICK UP AT 1:00

Very truly yours,


David L. Perry, Jr.

Enclosures

WPB-38263

RECEIVED
SEP 1 1995
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SENT BY: GARDERE & WYNNE

: 8- 1-85 :12:12PM :

21498841024

407 850 8389;# 2

GARDERE & WYNNE, L.L.P.
ATTORNEYS AND COUNSELORS

CORRESPONDENT FIRMS IN:
BELGIUM • ENGLAND • FRANCE
GERMANY • IRELAND • ITALY
JAPAN • MEXICO • NETHERLANDS
SPAIN • SWITZERLAND

3000 THANKSGIVING TOWER
1801 ELM STREET
DALLAS, TEXAS 75201-4781

214-999-3000
TELECOPIER 214-999-4607

HOUSTON
5000 TEXAS COMMERCE TOWER
800 TRAVIS STREET
HOUSTON, TEXAS 77002-3006
713-847-3800

TULSA
2000 MID-CONTINENT TOWER
401 S. BOSTON AVENUE
TULSA, OKLAHOMA 74103-4088
918-580-2800

MEXICO CITY
BENEGA NO. 428
COL. CHAPULTEPEC POLANCO
06600 MEXICO, D.F.
011(525) 268-0031

WRITER'S DIRECT DIAL NUMBER

(214) 999-4544

September 1, 1995

VIA TELECOPY (407) 650-8399
AND REGULAR MAIL

David Perry, Esq.
Holland & Knight
625 North Flagler Drive, Suite 700
West Palm Beach, Florida 33401

Re: Albert Fisher, Inc.; Formation of River Ranch Orlando, Inc.

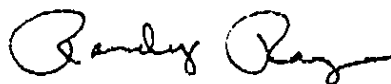
Dear David:

Per our telephone conversation this morning, I am enclosing the original corporate name reservation, number R95000003848, for "RIVER RANCH ORLANDO, INC." issued by the Florida Secretary of State on August 25, 1995, together with the Application for Reservation of Corporate Name date stamped August 25, 1995. The name has been reserved in the name of Gardere & Wynne, Attention: Janet F. Margos. As you know, the name was reserved on behalf of our mutual client, Albert Fisher, Inc.

On behalf of Gardere & Wynne, L.L.P., I hereby assign to Holland & Knight all rights that Gardere & Wynne, L.L.P., has with respect to reservation number R95000003848, and expressly disclaim any right that Gardere & Wynne, L.L.P., may have to otherwise use reservation number R95000003848.

If you require any additional information or documentation in this regard in order to effect the incorporation or foreign qualification of a corporation by the name of River Ranch Orlando, Inc., in Florida, which you are doing at the request of Albert Fisher, Inc., please do not hesitate to contact me or the legal assistant in the Firm, Janet F. Margos (at 214-999-4561), who obtained the name reservation for us.

Very truly yours,



Randall G. Ray

Enclosures

cc (w/o encls):

Ms. Bernadette M. Kruk (via telecopy)
Ms. Janet F. Margos



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 25, 1995

UCC FILING & SEARCH

The name RIVER RANCH ORLANDO, INC. has been reserved for 120 days beginning August 25, 1995. The reservation number is R95000003848 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

Letter number: 095A00039722

ARTICLES OF INCORPORATION
OF
RIVER RANCH ORLANDO, INC.

FILED
95 SEP -5 PM 12:35
SECRET
FALLING
STATE
11/10/95

ARTICLE I - NAME

The name of the corporation is River Ranch Orlando, Inc. (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 8801 Exchange Drive, Orlando, Florida 32809; and the name of the initial registered agent of the Corporation at that address is Wanda Evans.

ARTICLE V - MAILING ADDRESS

The mailing address of the Corporation is 8801 Exchange Drive, Orlando, Florida 32809.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The initial director of the Corporation is:

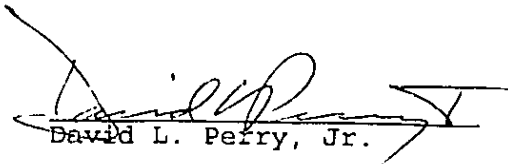
David Morris
8801 Exchange Drive
Orlando, Florida 32809

ARTICLE VII - INCORPORATOR

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

David L. Perry, Jr., P.A.
625 N. Flagler Drive, Suite 700
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30th day of August, 1995.


David L. Perry, Jr.

WPB-38091

CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

W I T N E S S E T H:

That River Ranch Orlando, Inc., desiring to organize
under the laws of the State of Florida, has named Wanda Evans as
its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above-stated corporation at 8801 Exchange Drive, Orlando, Florida
32809, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to
the proper and complete performance of my duties, and I accept
the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 29th day of August, 1995.

Wanda S. Evans

Wanda Evans
Registered Agent

FILED
95 SEP -5 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000068144



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

FISHER FRESH FOODS GROUP PROPERTIES, INC., a Florida corporation
(Charter #P95000039888)

INTO

RIVER RANCH ORLANDO, INC., a Florida corporation, P95000068144

File date: September 25, 1995

Corporate Specialist: Louise Flemming-Jackson

TODD A. STERZOY
Holland and Knight

(Requestor's Name)
315 South Calhoun Street Suite 600
(Address)
Tallahassee, Florida 32302
(City, State, Zip) (Phone #)

FILED
SEP 25 1995
TALLAHASSEE, FLORIDA
FBI

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Fisher Fresh Foods Group Properties Inc
(Corporation Name) (Document #)
2. Finto
(Corporation Name) (Document #)
3. River Ranch Orlando Inc
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 1:00

☒ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials 115

**ARTICLES OF MERGER
OF
FISHER FRESH FOODS GROUP PROPERTIES, INC.
INTO
RIVER RANCH ORLANDO, INC.**

FILED

1995 SEP 25 PM 12:58
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, Fisher Fresh Foods Group Properties, Inc., a Florida corporation ("FFGP") and River Ranch Orlando, Inc., a Florida corporation ("River Ranch"), hereby execute these Articles of Merger for the purpose of effecting the merger of FFGP with and into River Ranch, which will be the surviving corporation (the "Merger").

Article I

The Plan of Merger effecting the Merger of FFGP with and into River Ranch is attached to and made a part of these Articles of Merger as Exhibit A.

Article II

The Plan of Merger attached hereto as Exhibit A was unanimously adopted and approved by the board of directors and sole shareholder of FFGP by written consent dated September 11, 1995, in accordance with the provisions of Section 607.1101 of the Florida Business Corporation Act. The Plan of Merger was unanimously adopted and approved by the board of directors and sole shareholder of River Ranch by written consent dated September 11, 1995 in accordance with the provisions of Section 607.1101 of the Florida Business Corporation Act.

Article III

The effective date of the Merger shall be September 15, 1995.

IN WITNESS WHEREOF, each of the undersigned has caused its duly authorized officer to execute these Articles of Merger on its behalf as of the 11th day of September, 1995.

FISHER FRESH FOODS GROUP
PROPERTIES, INC.

By: David Morris
David Morris
Vice President

RIVER RANCH ORLANDO, INC.

By: David Morris
David Morris
President

EXHIBIT A

PLAN OF MERGER

River Ranch Orlando, Inc., a Florida corporation ("River Ranch"), and Fisher Fresh Foods Group Properties, Inc., a Florida corporation ("FFGP"), hereby adopt the following Plan of Merger to effect the merger of FFGP with and into River Ranch (the "Merger").

- (a) The names of the merging corporations are River Ranch Orlando, Inc. and Fisher Fresh Foods Group Properties, Inc.
- (b) The surviving corporation shall be River Ranch Orlando, Inc.
- (c) On the effective date of the Merger, FFGP shall merge with and into River Ranch. The separate existence of FFGP shall cease and River Ranch shall succeed to all the liabilities, rights, privileges, immunities, and franchises and all the property, real, personal and mixed, of FFGP, without the necessity for any separate transfer. River Ranch shall thereafter be responsible and liable for all obligations of FFGP, and neither the rights of the creditors nor any liens on the property of FFGP shall be impaired by the Merger.
- (d) On the effective date of the Merger, each issued and outstanding share of the common stock, par value \$.01 per share, of FFGP and all rights to acquire shares of the common stock of FFGP, if any, shall be cancelled, and certificates which, prior to the effective date of the Merger, represented shares of the common stock of FFGP shall thereafter be deemed cancelled. No shares of stock of River Ranch shall be issued pursuant to the Merger.
- (e) The effective date of the Merger shall be September 15, 1995.