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TRANSMITTAL LETTER

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

SUBJECT: GOURMET FOODS OF CAIRO, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$70.00

FROM: David A. Gilbert
1722 South Dale Mabry Highway
Tampa, FL 33629

Telephone: (813) 254-6753

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*****70.00 *****70.00

ARTICLES OF INCORPORATION
OF
GOURMET FOODS OF CAIRO, INC.

ARTICLE I

The name of the corporation is **GOURMET FOODS OF CAIRO, INC.**

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States or the State of Florida.

ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having a nominal or par value of one dollar (\$1.00) per share.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The amount of capital with which this corporation shall begin business is one hundred (\$100.00) dollars.

ARTICLE VI

The registered officer shall be David A. Gilbert. The registered office is to be at 1722 South Dale Mabry Highway; Tampa, FL 33629. The initial post office address of the principal office of this corporation is to be at 1722 South Dale Mabry Highway; Tampa, FL 33629. The mailing address of this corporation is P. O. Box 10542; Tampa, FL 33679. The Board of Directors may from time to time designate such other post office address and place for the principal office of this corporation as it may see fit.

ARTICLE VII

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-laws, but shall never be less than one (1).

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
David A. Gilbert	1722 South Dale Mabry Highway Tampa, Florida 33629
Danielle Gilbert	1722 South Dale Mabry Highway Tampa, Florida 33629

ARTICLE IX

The name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration therefore are:

<u>NAMES AND ADDRESSES</u>	<u>NUMBER OF SHARES</u>
David A. Gilbert 1722 South Dale Mabry Highway Tampa, Florida 33629	50
Danielle Gilbert 1722 South Dale Mabry Highway Tampa, Florida 33629	50

ARTICLE X

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 Stockholders' meeting by a majority of stock entitled to vote thereon, unless all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized). Including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms, and conditions of the issue of shares and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XII

Where any officer or director of this corporation is made a party to any action involving this corporation, the right to indemnification of such officer or director is subject to the approval of the Court.

IN WITNESS WHEREOF, we have hereunto set our hands, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 20th day of September, 1995.

David Gilbert : Danielle Gilbert

STATE OF FLORIDA

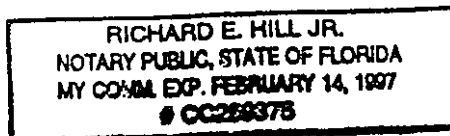
COUNTY OF HILLSBOROUGH

BEFORE ME personally appeared David A. Gilbert and Danielle Gilbert, to me well known, and known to me to be individuals described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand in the county and state named above, this 20th day of September, 1995.

Richard E. Hill, Jr.
NOTARY PUBLIC

My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: _____

GOURMET FOODS OF CAIRO, INC.

2. The name and address of the registered agent and office is:

David A. Gilbert

(NAME)

1722 South Dale Mabry Highway

(P. O. BOX NOT ACCEPTABLE)

TAMPA, FLORIDA 33629

(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

David Gilbert

DATE

September 20, 1995