

P95000074215

1201 HAYS STREET

06/27/95



PRINCIPLE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 626651 128484A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 26, 1995

ORDER TIME : 3:02 PM

ORDER NO. : 626651

CUSTOMER NO: 128484A

300001523593

-06/27/95--01001--006
****122.50 ****122.50

CUSTOMER: Paul H. Nessler, Jr., Esq
PAUL H. NESSLER, JR., ESQ

Suite 4
4040 Commercial Way
Spring Hill, FL 34606

DOMESTIC FILING

NAME: EDIBLES, ETC., INC.

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozer

EXAMINER'S INITIALS:

W95-13038

9/26/95

FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 27, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: EDIBLES, ETC., INC.
Ref. Number: W95000013038

We have received your document for EDIBLES, ETC., 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 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.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 195A00031346

ARTICLES OF INCORPORATION
OF
MOVING SNACKS, INC.

FILED
05 SEP 27 1965

We, whose names are hereunto subscribed, have associated ourselves together for the purpose of organizing a corporation for profit pursuant to the Statutes of the State providing for the formation, liabilities, rights, privileges and immunities of corporation for profit.

ARTICLE I

The name of this company shall be MOVING SNACKS, INC.

ARTICLE II

The mailing address of said corporation shall be 8040 Spanish Oak Drive, Spring Hill, FL 34606 and the registered office of said corporation shall be 4040 Commercial Way, Suite 4, Spring Hill, FL 34606. Paul H. Wessler, Jr. is hereby designated as the registered agent for service of process for said corporation at the above address.

ARTICLE III

The general nature of the business and the objects and purposes proposed by said corporation are:

A. To own all or any interest in a retail vending business, and any allied or related business.

B. To own all or any interest in a given manufacturing and construction operation and to operate same. To purchase or otherwise acquire, and to own, develop, sell, mortgage or otherwise dispose of, or deal in real estate, real property, and in all interests and rights therein, including options, without limits of amounts, and to the same extent as natural persons might or could do in the State of Florida, in the United States or in any part of the world.

C. To conduct its business and to have one or more offices and to acquire, hold mortgages, lease and convey real and personal property, or any interest therein, limited and without restriction, in any of the states or territories of the United States, or in any foreign place or country, so far as is permitted by the laws thereof.

D. To conduct and carry on any business, manufacturing or otherwise, which may be capable of being profitably carried on in connection with the corporation's business, or to carry on any business that is adapted directly or indirectly to add to the value of the corporation's property and the profits of its authorized business.

E. To buy, or otherwise acquire, any business adapted to be carried on

in connection with the corporation's business, or the promotion of business, together with the good will, rights, property and assets of all kinds hereto pertaining. To assume any liabilities of any person, firm or corporation, and to pay the same in cash, stock, debentures or other securities of the corporation.

F. To contract freely with any person, firm or corporation, private or public, and to carry out and to fulfill contracts of every sort and kind, and to purchase, lease or otherwise acquire, any and all right, privileges and franchise convenient or profitable to carry on in connection with the corporation's purposes or business.

G. To borrow money from any person, firm or corporation, to make and issue notes, bills, bonds, debentures or other evidence of indebtedness of all kinds and to secure the same by pledge, mortgage or otherwise, without limit as to amount, and to provide for the payment of same by deposited cash, sinking fund or otherwise.

H. The corporation may utilize and apply its surpluses, earning or profits authorized by law to be reserved to the purchase or acquisition thereof of its own capital stock from time to time, and in such manner as may be legal and equitable as to other stockholders and upon such terms and conditions as its Board of Directors may determine.

I. To hold, purchase or otherwise acquire, and to sell and assign, transfer, mortgage, pledge or otherwise dispose of shares of capital and securities created or issued by any other corporation, or corporations, and the holder thereof to exercise all of the privileges of ownership, including the right to vote thereon.

J. To own, acquire, construct and operate motels, hotels, apartment houses, duplexes, restaurants, cocktail lounges, dwellings, or other income property, and to deal in the same way as a natural person might do.

K. To acquire, own, construct, maintain and operate a water or sewer utility not known as a public utility.

L. To engage in and conduct a general real estate business, acting for itself or as a broker, agent or attorney-in-fact.

M. To engage in and conduct a general construction business, including therein designing, constructing, repairing, removing or otherwise engaging in any work upon buildings, roads, highways, manufacturing plants, and all construction work of like nature, and to enter into any contracts with or relating thereto, to lay off, plot, subdivide and in any way improve or develop lands for itself and for others. To create new lands by means of bulkheads and fills, in any public or private waters, whenever the same is authorized by law, and to dredge swamps or overflow lands and create lakes.

N. To have all the rights in any kind of property that an individual might have.

O. To do any and all things on this Certificate of Incorporation set forth as objects, purposes, powers or otherwise to the same extent and as fully as natural persons might do or could do in any part of the world as principals, agents or otherwise.

P. That the powers and objects specified in the Certificate of Incorporation, except where expressly limited herein or by operation of the law, be in no wise limited or restrained by inference from the terms of any clause in any other part of this charter, but the objects and powers specified in each of the clauses of this charter shall be regarded as independent and separate purposes and powers of the corporation.

Q. To have and to exercise any and all such other powers convenient, incident to or necessary in the proper conduct of its business and such as are granted to corporations for profit in the State of Florida, either by the terms of this charter, or by law, in express terms of or by implication, and to amend this charter in accordance with the law whenever the best interest or suitable accomplishment of any of its ends demands that it be done. No recitation or declaration of special powers or purposes herein enumerated shall be exclusive, but all lawful powers now or which may be hereafter conferred under the laws of the State of Florida are hereby included.

ARTICLE IV

This corporation shall be authorized to issue \$5,000.00 in stock as follows:

COMMON STOCK	\$1.00 Par Value
	\$1.00 Per Share
A total of 5,000 shares.	
PREFERRED STOCK	No preferred stock.

ARTICLE V

The corporation may begin business with a paid-in capital of \$500.00 which may be in cash or the equivalent value in property.

ARTICLE VI

The corporation shall have perpetual existence unless dissolved according to law.

ARTICLE VII

There shall be no directors in this corporation unless the stockholders unanimously agree otherwise. The stockholders shall, according to the By-Laws, have the authority traditionally held by the directors, unless the By-Laws are amended to provide otherwise.

ARTICLE VIII

The names and addresses of the organizers and the first stockholders, who, subject to the provisions of this Certificate of Incorporation, the By-Laws of the corporation, and the laws of the State of Florida, shall hold office so long as they own shares of stock in the corporation as follows:

Douglas B. Sheffield	9482 Lorendale Circle Spring Hill, FL 34608
Edward F. Mahoney	8040 Spanish Oak Drive Spring Hill, FL 34606

ARTICLE IX

The number of shares of common stock subscribed to by the said organizers is as follows:

Douglas B. Sheffield	250 shares
Edward F. Mahoney	250 shares

ARTICLE X

The corporation shall have a lien on all shares of stock in an amount equal to any debts that a stockholder may owe the corporation.

No transfer of stock shall be valid or binding until the transfer has been duly recorded and entered upon the corporate books.

The power to amend the Certificate of Incorporation shall be vested in the stockholders, and such amendment shall not become effectual until and unless approved unanimously by the stockholders.

IN WITNESS WHEREOF, WE, the undersigned organizer and incorporator, has hereunto set her hand and seal this 22nd day of September, 1995, for the purpose of forming this corporation under the laws of the State of Florida, and we hereby make and file in the Office of the Secretary of the State of Florida, this Certificate of Incorporation, and certify that the facts therein stated are true.

WITNESSES:

Doris M. Pardo
Camille Pardo
Edward F. Mahoney
Camille Pardo

Douglas B. Sheffield
Douglas B. Sheffield
Edward F. Mahoney
Edward F. Mahoney

STATE OF FLORIDA
COUNTY OF HERNANDO

BEFORE ME, the undersigned authority, personally appeared Douglas B. Sheffield, to me well known or has produced _____ as

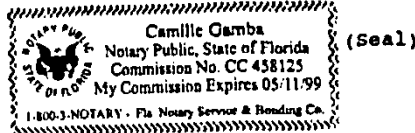
identification, who in my presence subscribed his name and signature to the foregoing Articles of Incorporation for MOVING SNACKS, INC.

Dated this 1st day of September, 1995.

NOTARY PUBLIC

Camille Gamba
Print CAMILLE GAMB

My Commission Expires:



STATE OF FLORIDA
COUNTY OF HERNANDO

BEFORE ME, the undersigned authority, personally appeared Edward F. Mahoney, to me well known or has produced FL DP # 458125-215 as identification, who in my presence subscribed his name and signature to the foregoing Articles of Incorporation for MOVING SNACKS, INC.

Dated this 22nd day of September, 1995.

NOTARY PUBLIC

Camille Gamba
Print CAMILLE GAMB

My Commission Expires:



ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said registered office.

Paul H. Nessler, Jr.
Paul H. Nessler, Jr.