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Costin and Costin

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Cecil G. Costin, Jr.  
(1923 - 1990)

December 15, 1995

State of Florida  
Department of State  
Corporate Division  
Post Office Box 6327  
Tallahassee, FL 32314

EFFECTIVE DATE  
Jan. 1, 1996

4000001666524  
-12/20/95--01028--018  
\*\*\*\*122.50 \*\*\*\*122.50

Re: GULF FOODS, INC.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above referred corporation. Please file the original, certify the copy and return the certified copy to me at your earliest convenience.

I have enclosed a check in the amount of \$122.50 covering the following:

\$ 35.00 - filing fee  
52.50 - certified copy  
35.00 - registered agent designation  
\$122.50

Sincerely,

*Sandie R. Kennedy*

Sandie R. Kennedy  
Legal Secretary

Enclosures

FILED  
95 DEC 20 AM 10:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

GB 12/21/95

ARTICLES OF INCORPORATION  
OF  
GULF FOODS, INC.

FILED

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit, under Chapter 607, Florida Statutes, and do hereby certify that it has become such corporation under and pursuant to the following Articles of Incorporation.

EFFECTIVE DATE  
Jan. 1, 1996

ARTICLE I  
Name

The name of the corporation is "GULF FOODS, INC."

ARTICLE II  
Duration

The corporation shall have perpetual existence, commencing on January 1, 1996.

ARTICLE III  
General Purpose Clause

The general nature of the business or businesses to be transacted by the corporation is that of operating a grocery/convenience store and to receive any contracts or assignments of contracts therefore or related thereto or connected therewith and to deal in and deal with any materials, equipment, devices or wares or anything incidental to or required for or useful in connection with the above that can be advantageously carried on in conjunction with and incidental to any of the matter aforesaid. This corporation shall also have the power to transact any lawful business for which corporations may be incorporated to

do under Chapter 607, Florida Statutes and amendments or supplements thereto, and any other Florida Statutes relating to corporations for profit.

**ARTICLE IV**  
**Capital Stock**

The corporation is authorized to issue one hundred (100) shares of One Cent (\$0.01) par value common stock which shall be designated as common shares.

**ARTICLE V**  
**Initial Registered Office and Agent**

The address of the initial registered office of this corporation is Route 3, 114 North 35th Street, Port St. Joe, Florida 32456. The name of the initial registered agent of this corporation at that address will be Ronald E. Hale. The principal office address of this corporation is 114 North 35th Street, Mexico Beach, Florida 32410.

**ARTICLE VI**  
**Initial Board of Directors and Officers**

The company shall have two (2) directors initially. The executive position (officers) of the directors is set forth hereinbelow. The number of directors may be either increased or diminished from time to time as provided by the by-laws adopted by the stockholders. The names and addresses of the initial directors and officers are:

Ronald E. Hale, President  
Route 3, 114 North 35th Street  
Port St. Joe, Florida 32456

Debra F. Hale, Vice-President/Secretary/Treasurer  
Route 3, 114 North 35th Street  
Port St. Joe, Florida 32456

**ARTICLE VII**  
**Incorporators**

The names and addresses of the incorporators signing these articles are:

Ronald E. Hale  
Route 3, 114 North 35th Street  
Port St. Joe, Florida 32456

Debra F. Hale  
Route 3, 114 North 35th Street  
Port St. Joe, Florida 32456

**ARTICLE VIII**  
**By-Laws**

The power to adopt, alter, amend or repeal the by-laws shall be vested in the board of directors and shareholders.

**ARTICLE IX**  
**Initial Shareholders**

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

Ronald E. Hale and wife, Debra F.  
Hale, as Tenants in the Entirety 100 shares common stock

**ARTICLE X**  
**Powers**

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act, but it may not mortgage or pledge any or all of its property or assets without shareholder approval.

**ARTICLE XI**  
**Amendment**

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment hereto by a majority vote of the board of directors and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the 6th day of December, 1995.

GULF FOODS, INC.

By: Ronald E. Hale  
RONALD E. HALE, Incorporator  
By: Debra F. Hale  
DEBRA F. HALE, Incorporator

State of Florida  
County of Gulf

BE IT REMEMBERED that on this 6th day of December, 1995, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared **RONALD E. HALE** and **DEBRA F. HALE**, who are personally known to me or who produced FL DRIVERS LICENSE as identification, the incorporators signing the articles in the above corporation and they acknowledged before me that the proposed Articles of Incorporation are the free act and deed of the incorporators and that the facts therein set are truly set forth and that they desire to associate themselves pursuant to the foregoing Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Port St. Joe, Florida, in the State and County aforesaid on the day and year first above written.

Sandra R. Kennedy  
Notary Public




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

First, that GULF FOODS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Mexico Beach, Bay County, Florida, has named RONALD E. HALE<sup>Pl. St. Jac</sup>, 114 North 35th Street, ~~Mexico Beach~~<sup>Fla.</sup>, Florida 324<sup>56</sup>10, 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 the 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.

  
RONALD E. HALE  
Registered Agent  
114 North 35th Street  
Mexico Beach, Florida 32410

FILED  
95 DEC 20 AM 10:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA