

P960000 14781

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

waive 3401
PH 2/15/96

REQUEST TAKEN CONFIRMED APPROVED
DATE 2/14/96
TIME 11:00
BY DD CK No. _____

WALK-IN
Will Pick Up _____

RE: D & M F&S Service Corp
M & D F&S Service Corp

No 52503

SEC. O.C. FEE OF \$10 DISBURSED
TALLAHASSEE, FLORIDA

☒ Capital Express™
☒ Art. of Inc. File _____

Corp. Record Search _____

Ltd. Partnership File _____

Foreign Corp. File _____
☒ () Cert. Copy(s) _____

Art. of Amend. File _____

Dissolution/Withdrawal _____

C U S _____

Fictitious Name File _____

Name Reservation _____

Annual Report/Reinstatement _____

Reg. Agent Service _____

Document Filing _____

Corporate Kit _____

Vehicle Search _____

Driving Record _____

Document Retrieval _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

File No.'s _____ Copies _____

Courier Service _____

Shipping/Handling _____

Phone () _____

Top Priority _____

Express Mail Prep. _____

FAX () _____ pgs. _____

1000011714551
02/11/96 10:16 AM
****122.50 ****122.50

SUBTOTALS _____

FEE.....
DISBURSED.....
SURCHARGE.....
TAX on corporate supplies.....
SUBTOTAL.....
PREPAID.....
BALANCE DUE.....

RECEIVED
96 FEB 14 AM 10:08
DIVISION OF CORPORATE RECORDS

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RECEIVED

06 FEB 15 AM 8:42

INCORPORATION

February 14, 1996

CAPITAL CONNECTION, INC.
P O BOX 10349
TALLAHASSEE, FL 32302

M & D
SUBJECT: ~~D & M~~ FOOD SERVICE, CORP.
Ref. Number: W96000003401

M & D
We have received your document for ~~D & M~~ FOOD SERVICE, CORP. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(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.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 296A00006516

Corrected

**ARTICLES OF INCORPORATION
OF
M & D FOOD SERVICE, CORP.**

FILED
96 FEB 15 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby applies to form a corporation under the laws of the State of Florida.

FIRST: The name of the corporation is: M & D FOOD SERVICE, CORP.

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

THIRD: The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 100 shares, having a FIVE DOLLAR (\$5.00) par value each.

All of the aforementioned stock is to be issued as fully paid for and is exempt from assessment.

The capital stock may be paid for in property, labor, or services at a just valuation, to be fixed by the incorporator, or by the board of directors at a meeting called for such purpose, or at the organization meeting.

Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of the capital stock, and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital

M. & D. Food Service, Corp.

stock as the directors of the company may decide.

FOURTH: The amount of capital with which the corporation may begin business will not be less the FIVE HUNDRED DOLLARS (\$500.00).

FIFTH: The corporation is to have perpetual existence.

SIXTH: The address of the corporation's initial registered office and the name of the initial registered agent at such address is as follow:

Registered Agent

WAYNE H. RASSNER, ESQUIRE
7700 North Kendall Drive
Suite 803
Miami, Florida 33156

Corporate Mailing Address

9825 E. Calusa Club Drive
Miami, FL 33186

SEVENTH: The number of directors constituting the initial board of directors is two (2).

EIGHTH: The names and post office address of the President, Secretary/Treasurer, and the names of the first board of directors, who, subject to the provisions of these Articles of Incorporation and of the corporation's by-laws, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, are the following:

President/Director:

Darryl Cohen
9825 E. Calusa Club Drive
Miami, FL 33186

Secretary/Treasurer/Director:

Morris Lew
16950 W. Dixie Highway
North Miami Beach, FL 33160-3727

M & D Food Service, Corp.

NINTH: The name and post office address of the Incorporator is:

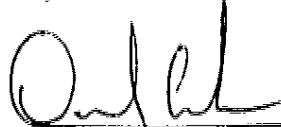
Darryl Cohen
9825 E. Calusa Club Drive
Miami, FL 33186

TENTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is hereby especially authorized:

- a. To make and alter the by-laws at pleasure.
- b. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation.

ELEVENTH: Cumulative voting may be permitted by the terms of the by-laws.

IN WITNESS WHEREOF, the party hereto has set his hand and seal this 13th
day of February, 1996.



Darryl Cohen, Incorporator

STATE OF FLORIDA)

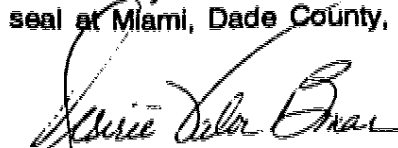
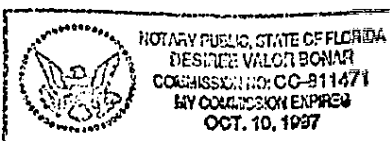
)S

COUNTY OF DADE)

BE IT REMEMBERED, that on this day personally appeared before me, DARRYL COHEN, a party to the foregoing Articles of Incorporation, known to me personally to be such or identified by Florida Driver's License, and upon his oath acknowledged the above Articles of Incorporation to be the act and deed of the signer, and that the facts therein stated are truly set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, this ___ day of February, 1996.

Notary Stamp:



NOTARY PUBLIC, STATE OF FLORIDA

M. & D. Food Service, Corp.

FILED

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 provision 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.



WAYNE H. RASSNER, ESQUIRE / Registered Agent