

P96000016203

Lanese + Associates, Inc.

Business Consultants

12944 Prestwick Drive

Riverview, FL 33569

013 671 4770

FAX 671-2607

FILED
FEB 19 1996
RIVerview, FL

February 15, 1996

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

RE: Freeze Dry Systems, Inc.

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation and Registered Agent Certificate for the above referenced corporation. Also enclosed is a check in the amount of \$122.50 for the filing fee.

Please return the certified copy to:

Lanese + Associates, Inc.
12944 Prestwick Drive
Riverview, FL 33569

Your assistance is greatly appreciated.

Sincerely,



Nicholas Lanese, C.P.A.

NL/jm
Enclosures

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R. Chassey 1/17/96

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ARTICLES OF INCORPORATION
FOR
FREEZE DRY SYSTEMS, INC.

FILED
95 FEB 19 10 01 AM
FBI - NEW YORK

ARTICLE I - NAME

The name of this Corporation shall be Freeze Dry Systems, Inc.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing upon receipt by the Secretary of State of these articles.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) shares of \$1.00 Par Value Stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

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ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which is already held, shall have the right to purchase his pro rate share thereof (as nearly as may be done without assurance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this Corporation is 12930 Prestwick Drive, Riverview, FL 33569 and the name of the initial Registered Agent of this Corporation at that address is Brian J. Boezi.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two Directors initially. The number of Directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The names and addresses of the initial Directors of this Corporation are as follows:

Brian J. Boezi
12930 Prestwick Drive
Riverview, FL 33569

Tonya O. Boezi
12930 Prestwick Drive
Riverview, FL 33569

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ARTICLE IX - INCORPORATORS

The names and addresses of the persons signing these Articles are:

Brian J. Boezi
12930 Prestwick Drive
Riverview, FL 33569

Tonya O. Boezi
12930 Prestwick Drive
Riverview, FL 33569

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - INDEMNIFICATION

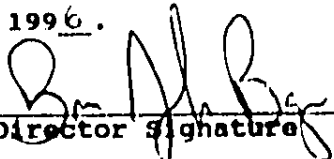
The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent of the law.

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ARTICLE XIII - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is located at 12930 Prestwick Drive, Riverview, Florida 33569.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation on this 14 day of FEBRUARY, 1996.


Director Signature

2-14-96
Date


Director Signature

2/14/96
Date

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

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

First: Freeze Dry Systems, Inc. desiring to organize
as indicated in the Articles of Incorporation in the
Community of Riverview, County of Hillsborough, State of
Florida, has named BRIAN J. BOEZI whose business office is
located at 12930 Prestwick Drive, Riverview, FL as its
Registered Agent to accept service of process within this
State.

ACKNOWLEDGEMENT

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.



Registered Agent Signature Date 2.14.96

FILED
FEB 19 1996
CLERK OF COURT
HILLSBOROUGH COUNTY
FLORIDA