

P96000018119

**CRARY, BUCHANAN, BOWDISH, BOVIE, LORD, ROBY & EVANS**

CHARTERED

ATTORNEYS AT LAW

EVANS CRARY (1901-1968)  
EVANS CRARY, JR.  
WILLIAM F. CRARY  
LARRY E. BUCHANAN  
JAMES L. S. BOWDISH  
GEORGE P. BOVIE, III  
LAWRENCE EVANS CRARY III  
WILLIAM F. CRARY II  
ROBERT L. LORD, JR.

WILLIAM L. ROBY  
M. LAYMOND EVANS  
R. MICHAEL CRARY  
LEIGH A. WILLIAMS  
STEVEN D. DIXON  
JOSEPH NIGRON, JR.

\*MEMBER CERTIFIED WILLIAMS  
TRUSTS & ESTATES LAWYER

REPLY TO:

February 20, 1996

Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

Re: JENSEN BEACH FRANCO'S, INC.

Gentlemen:

500001724845  
-02/27/96--01044--010  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed please find the original and one copy of corporate Charter for the above-captioned corporation. Also enclosed is our firm's check in the amount of \$122.50 covering the following:

Filing Fee	35.00
Resident Agent	35.00
Certified Copy	52.50
Total	\$122.50

After this corporation has been approved and filed by your office, we will appreciate it if you will forward to us a certified copy of the Charter. The Certificate of Registered Agent is also enclosed. Thank you in advance.

Sincerely yours,

*Leigh A. Williams*  
Leigh A. Williams

Enclosures

LAW/jsg

FILED  
96 FEB 26 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SMS  
2/28/96

**ARTICLES OF INCORPORATION  
OF  
JENSEN BEACH FRANCO'S, INC.**

**FILED**

**96 FEB 26 AM 8:58**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE 1  
NAME**

The name of the corporation shall be: **JENSEN BEACH FRANCO'S, INC..**

**ARTICLE 2  
ADDRESS OF PRINCIPAL OFFICE OF CORPORATION**

The principal office of the corporation shall be located at: 902 SW Gator Avenue, Pt. St. Lucie, Florida 34953. The mailing address of the corporation shall be: 902 SW Gator Avenue, Pt. St. Lucie, Florida 34953.

**ARTICLE 3  
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE 4  
PURPOSE**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE 5  
CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is **ONE THOUSAND (1000)** shares of common stock having a nominal or par value of **ONE and no/100 Dollars (\$ 1.00)** per share.

**ARTICLE 6  
REGISTERED AGENT**

The corporation's initial registered office and initial registered agent at that address shall be:

**NAME**

**ADDRESS**

**ANTHONY S. CUSA**

**902 SW Gator Avenue, Pt. St. Lucie, Fl 34953**

**ARTICLE 7  
DIRECTORS**

The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1). The names and street addresses of the members of the first Board of Directors who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are as follows:

**NAME**

**ADDRESS**

**ANTHONY S. CUSA**

**902 SW Gator Avenue, Pt. St. Lucie, Fl 34953**

**ARTICLE 8  
INCORPORATORS**

The names and street addresses of the incorporators of these Articles of Incorporation are as follows:

**NAME**

**ADDRESS**

**ANTHONY S. CUSA**

**902 SW Gator Avenue, Pt. St. Lucie, Fl  
34953**

**ARTICLE 9  
PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

**ARTICLE 10  
INDEMNIFICATION**

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

**ARTICLE 11  
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.

**ARTICLE 12  
MISCELLANEOUS**

Stockholders and directors meetings may be held within or without the State of Florida.

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 20<sup>th</sup> day of February 1996.

  
\_\_\_\_\_  
ANTHONY S. CUSA


**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501, Florida Statutes (1993), 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.

The name of the corporation is JENSEN BEACH FRANCO'S, INC.

The name and address of the initial registered agent and office is: Anthony S. Cusa, 902 SW Gator Avenue, Ft. St. Lucie, FL 34953.

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.

  
\_\_\_\_\_  
ANTHONY S. CUSA  
Registered Agent

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FILED  
96 FEB 26 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CRARY, BUCHANAN, BOWDISH, BOVIE, LORD, ROBY & EVANS**

CHARITRED

ATTORNEYS AT LAW

RYAN CRARY (1905-1971)  
RYAN CRARY JR.  
WILLIAM CRARY  
LARRY B. BUCHANAN  
JAMES L. BOWDISH  
GEORGE BOVIE  
LAWRENCE EVANS CRARY III  
WILLIAM F. CRARY II  
ROBERT L. LORD, JR.  
WILLIAM L. ROBY  
M. LIVINGSTON EVANS

R. MICHAEL CRARY  
LEIGH A. WILLIAMS  
STEVEN D. HARRIS  
JOSEPH NEGRON, JR.  
JEFFREY J. THOMAS\*\*  
CHARLES K. WILLOUGHBY

\* BOARD CERTIFIED IN WILLS,  
TRUSTS & ESTATE LAW  
\*\* BOARD CERTIFIED IN  
FAMILY & MARITAL LAW

REPLY TO:  
STUART

May 23, 1996

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

900001843209  
-05/29/96--01130--020  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: JENSEN BEACH FRANCO'S INC.  
Articles of Amendment

Gentlemen:

Enclosed please find the original and one copy of the Articles of Amendment of JENSEN BEACH FRANCO'S, INC., and our check in the sum of \$35.00 representing payment as follows:

Filing Fee	\$35.00
TOTAL	\$35.00

Once these Articles of Amendment have been approved and filed by your office, we will appreciate it if you will forward us a certified copy of the charter using the extra copy enclosed.

Sincerely,

*Leigh A. Williams*  
Leigh A. Williams

LAW/tlo  
Enclosures

APPROVED  
AND  
FILED  
MAY 28 AM 9:  
TALLAHASSEE, FLORIDA

*OK*  
960001843209  
5-28-96

**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
JENSEN BEACH FRANCO'S, INC.**

Pursuant to the provisions of Section 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, filed February 26, 1996, document # P9600018119.

1. The name of the corporation is **JENSEN BEACH FRANCO'S, INC.**
2. The following amendment of the Article of Incorporation was adopted by the corporation:

Change of Name:

From: **JENSEN BEACH FRANCO'S, INC.**  
To: **ANTHONY'S FOODS, INC.**

3. The amendment was adopted by the Board of Directors on the 23rd day of May, 1996.
4. The amendment was approved by \_\_\_\_\_ the shareholders of the corporation on the 23rd day of May, 1996.

Dated May 23, 1996.

**JENSEN BEACH FRANCO'S, INC.**

By: *Anthony Cusa*  
Anthony Cusa  
Its President, Secretary and  
Shareholder

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAY 28 AM 9:39

APPROVED  
AND  
FILED