

Law Offices of
Steven Michael LaBret, P.A.

LL.M. IN TAXATION
ALSO ADMITTED IN LOUISIANA
AND MICHIGAN BARS

501 NORTH MAGNOLIA AVENUE
SUITE A
ORLANDO, FLORIDA 32801
(407) 422-8810
FAX NO.
(407) 649-4710

March 1, 1996

Ms. Jo Maynard, Supervisor
Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

PERSONAL & CONFIDENTIAL

Re: CML Food Brokers, Inc.
Our File No.: 491-L-001

9000001748369
-03/19/96--01020--013
***122.50 ***122.50

Dear Ms. Maynard:

Enclosed please find the Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$122.50 to cover the cost of filing, applied as follows:

Filing Fee	20.00
Certified Copy of Articles	52.50
Registered Agent Filing Fee	<u>20.00</u>
Total	\$122.50

If you have any questions, please feel free to call me at your convenience.

Sincerely yours,

STEVEN MICHAEL LABRET

SML/ao
Encls.

FILED
96 MAR 18 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T. BROWN MAR 2 2 1996

ARTICLES OF INCORPORATION
OF
CML FOOD BROKERS, INC.

FILED
96 MAR 18 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator(s), desiring to form a corporation for profit pursuant to the Florida General Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

Article I - Name

The name of this corporation is CML FOOD BROKERS, INC.

Article II - Duration

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

Article III - General Purpose

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida General Corporation Act, as the same may be from time to time amended.

Article IV - Capital Stock

This corporation is authorized to issue One Hundred Thousand (100,000) shares of capital stock, which shall be designated Common Shares with a par value of one cent (\$.01).

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock in this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 501 N. Magnolia Avenue, Suite A, Orlando, Florida 32801; and the name of the initial registered agent of this corporation at that address is STEVEN MICHAEL LABRET.

Article VII - Initial Board of Directors

A. This corporation shall have one (1) director(s) initially.

B. The name and address of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

<u>Name</u>	<u>Address</u>
James R. Stuckey	7618 Jarvis Court Orlando, Florida 32818

Articles VIII - Incorporator

The name and address of the Incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
Steven M. LaBret	501 N. Magnolia Ave., Suite A Orlando, Florida 32801

Articles IX - By-Laws

The power to adopt, alter or repeal by-laws shall be vested in the Board of Directors.

Article X - Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida General Corporate Act.

Article XI - Amendment

The 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 shareholder is subject to this reservation.

Article XII - Corporate Office

That principal office of the business is at 7618 Jarvis Court, Orlando, Florida 32818.

IN WITNESS WHEREOF, the undersigned has executed these Articles at Orlando, Florida, this 14th day of March, 1996.


STEVEN MICHAEL LABRET

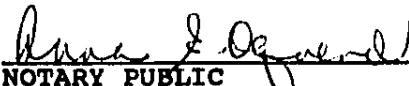
STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 14th day of March, 1996, by Steven Michael LaBret, who:

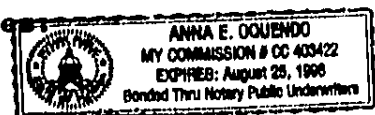
[☒] is (or are) personally known to me, or

[] has produced _____ as identification and who did (did not) take an oath.

And he acknowledged before me that he read and executed the same and that the facts contained therein are true and correct.


NOTARY PUBLIC
My Commission Expires

ACCEPTANCE BY REGISTERED AGENT



Having been named as registered agent for the above stated corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


STEVEN MICHAEL LABRET
Registered Agent