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FILED

96 JUN 13 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 10, 1996

Secretary of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32314

RE: SLOPPY FOODS INC.

Dear Sir:

Enclosed please find a check in the amount of \$70.00 to cover the cost of filing the enclosed Articles of Incorporation for SLOPPY FOODS, INC.

Should you have any questions, please feel free to contact the undersigned.

Sincerely,

JACK P. PANKOW
ATTORNEY AT LAW

JPP:ams

Enclosures

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*****70.00 *****70.00

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6-14-96

ARTICLES OF INCORPORATION
OF

SLOPPY FOODS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of the corporation shall be SLOPPY FOODS, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one (1) time is Five Hundred (500) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 12730 New Brittany Blvd. Suite 304, Fort Myers, Florida 33907 and the initial registered agent of the corporation is ROBERT J. HYDE.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have two (2) Officers and Directors initially. The names and street address of the Officers and Directors are:

TERRY SHERWIN -----
President/Director

9301 N. AlA, Suite 3
Vero Beach, FL. 32963

ROBERT J. HYDE
Secretary/Treasurer
Director

12730 New Brittany Blvd.
Suite 304
Fort Myers, Florida 33907

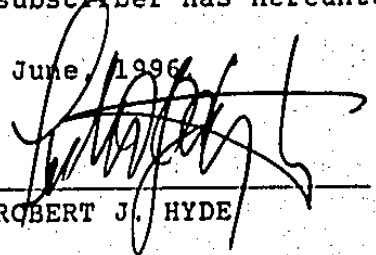
ARTICLE VII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

ROBERT J. HYDE -----

12730 New Brittany Blvd.
Suite 304
Fort Myers, FL 33907

IN WITNESS WHEREOF the subscriber has hereunto set
his name and seal on this 10th day of June, 1996



ROBERT J. HYDE

STATE OF FLORIDA)
COUNTY OF LEE)

FILED
96 JUN 13 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sworn to and subscribed before me this 10th day of

June, 1996.

My Commission Expires:
Notary Public, State of Florida
JACK P. PARKSON
Commission-No. CC 320130
Commission Expires Oct. 17, 1997

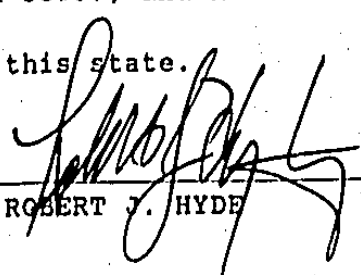


Notary Public

REGISTERED AGENT CERTIFICATE

Pursuant to Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act.

That, SLOPPY FOODS, INC., is desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 12730 New Brittany Blvd., Suite 304, Fort Myers, Florida 33907, and ROBERT J. HYDE as its agent to accept service within this state.



ROBERT J. HYDE

ACKNOWLEDGMENT

Having been named to accept service of process of 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 provisions of said Act relative to keeping open said office.



ROBERT J. HYDE