

P96000056533
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CURTIS J. TIMM (RETIRED)

* BOARD CERTIFIED MARITAL
AND FAMILY LAWYER

* BOARD CERTIFIED
REAL ESTATE LAWYER

* BOARD CERTIFIED
CIVIL TRIAL LAWYER

ADDITIONAL JURISDICTIONS

ADMITTED IN KENTUCKY
ADMITTED IN U.S. VIRGIN ISLANDS
ADMITTED IN MICHIGAN
ADMITTED IN WASHINGTON, D.C.

REPLY TO: P.O. BOX 4188
SARASOTA, FLORIDA 34230-4188

DEPT. DIRECT DIAL (813) 366-5707
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Corporate Records Bureau
Division of Corporation
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32301

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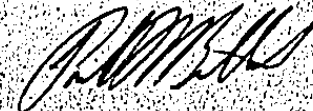
RE: Articles of Incorporation/Scotch-A-Roos, Inc.

Gentlemen:

Enclosed herewith are two copies of the Articles of Incorporation for Scotch-A-Roos, Inc., along with a check in the amount of \$122.50. Once these Articles have been filed, please return a certified copy to the undersigned.

Very truly yours,

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.



Paul D. Beitlich

PDB/rl
enclosures
cc: Ms. Jane M. Watson

FILED
96 JUL -1 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
7/5/96

ARTICLES OF INCORPORATION

OF

SCOTCH-A-ROOS, INC

These Articles of Incorporation are made and subscribed for the purpose of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

I.

NAME

The name of this corporation is:

SCOTCH-A-ROOS, INC

II.

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida, including food products, investment, sales and marketing and the like.

III.

CAPITAL STOCK

This corporation is authorized to issue one thousand two hundred (1,200) shares of common stock, par value one dollar (\$1.00) per share. Each of the said shares shall entitle the holder thereof to one (1) vote at any meeting of the shareholders.

FILED
96 JUL -1 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IV.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the corporation is 4116 Palau Drive, Sarasota, Florida 34241, and the name of the initial registered agent of this corporation is Jane M. Watson, whose address is 4116 Palau Drive, Sarasota, Florida 34241.

V.

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by, or in the manner provided in, the bylaws but shall never be less than one (1). The name and address of the initial directors and officers of this corporation are:

Jane M. Watson, President, Treasurer & Director
4116 Palau Drive
Sarasota, Florida 34241

Vince Arrigo, Vice President, Secretary, Director
4116 Palau Drive
Sarasota, Florida 34241

VI.

INCORPORATOR

The name and address of the person signing these Articles is:

Paul D. Beitlich
2033 Main Street; #101
Sarasota, Florida 34237

VII.

PRINCIPAL OFFICE

For purposes other than contacting the registered agent, the mailing address of the principal office of the corporation is:

4116 Palau Drive, Sarasota, Florida 34241

VIII.

BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders and except to the extent limited by the shareholders, in the board of directors.

IX.

DURATION

The existence of this corporation shall commence on the date of filing of these Articles by the Secretary of State, and shall be perpetual.

X.

AMENDMENT

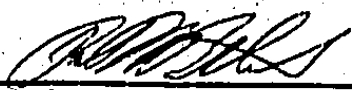
This corporation reserves the right to amend, alter, change or repeal any provisions contained in this Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

XI.

PREEMPTIVE RIGHTS

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

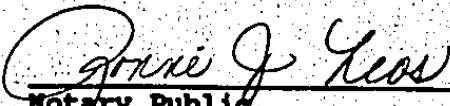
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26 day of June, 1996.



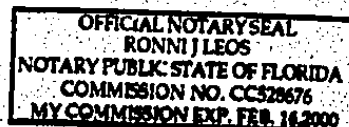
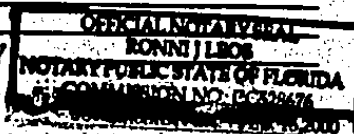
PAUL D. BEITLICH (SEAL)

STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 26th day of June, 1996, by Paul D. Beitlich, who is personally known to me or who has produced _____ as identification.



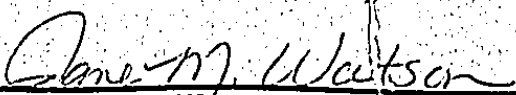
Notary Public
Printed Name:
Title or Rank:
Serial No. if any



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

**Pursuant to Section 607.034, Florida Statutes, SCOTCH-A-ROOS
INC., desiring to organize under the laws of the State of Florida,
has named Jane M. Watson. , located at 4116 Palau Drive, Sarasota,
Florida 34241, as its agent to accept service of process within
this state.**

**Having been named to accept service of process for the above
corporation at the place designated in this certificate, I hereby
accept appointment in such capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.**


**JANE M. WATSON
(Registered Agent)**

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