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Joseph Rosier
ATTORNEY AND COUNSELLOR AT LAW
.....
SUPREME COURT CERTIFIED MEDIATOR
.....

OFFICE ADDRESS:
660 B. COUNTRY CLUB ROAD
LAKE MARY, FL 32746

(407) 321-6677

MAILING ADDRESS:
POST OFFICE BOX 050170
LAKE MARY, FL 32708

July 19, 1996

Secretary of State
Division of Corporation
P. O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
-07723796--01035--012
***\$122.50 ***\$122.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ref: United Food Days, Inc.

Dear Sir:

Please find the following:

1. Original and copy of certificate of incorporation of United Food Days, Inc.
2. My check in the amount of \$122.50 for the filing and a certified copy.

Please file these and send me a certified copy of the Certificate of Incorporation.

Best regards,

Joseph A. Rosier

JAR/my

Enclosures

TL 7-24-96

**CERTIFICATE OF INCORPORATION
OF
UNITED FOOD DAYS, INC.**

WE THE UNDERSIGNED, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I - NAME

The name of this corporation shall be UNITED FOOD DAYS, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted is to operate food distribution business. The corporation may also engage in any activity or business permitted under the laws of the United States and the state of Florida, including the purchasing and selling of any real estate or personal property, or contracts for the same, and to have, and to exercise such general corporate powers as is now or may hereafter be given corporations organized under Florida Statutes 607 and amendments thereto.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock with the nominal or par value that the corporation is authorized to have outstanding at any time, together with the distinguishing characteristics of each and the nominal or par value of shares of stock are as follows:

- a) The total authorized capital stock of this corporation is: One Thousand Dollars (\$1,000.00) divided into One Thousand (1,000) shares of the par value of One Dollar (\$1.00) each.

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b) All of the stock shall be common and shall be fully paid and non-assessable and payable in cash, property, labor or services.

ARTICLE IV - BEGINNING CAPITAL

The amount of capital with which this corporation shall commence business is \$500.00.

ARTICLE V - TERM OF EXISTENCE

The existence of this corporation shall be perpetual.

ARTICLE VI - PRINCIPAL ADDRESS

The principal place of business of said corporation shall be 559 S. Country Club Road, Lake Mary, Fl. 32746, with the privilege of having branch offices at any other place or places within or without the State of Florida.

ARTICLE VII - NUMBER OF DIRECTORS

The number of directors of this corporation shall be not less than one (1) and not more than nine (9).

ARTICLE VIII - INCORPORATOR

The name and street address of the Incorporator is:

JOSEPH A. ROSIER, 559 S. COUNTRY CLUB ROAD, LAKE MARY, FL 32746.

ARTICLE IX - STOCKHOLDERS' AGREEMENTS

Stockholders of this corporation may enter into such stockholders' and trustees' agreements as they may see fit wherein and whereby such stockholders may limit their voting rights by virtue of such agreements.

ARTICLE X - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash 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 pro rata share thereof at the price at which it is offered to others.

ARTICLE XI - RESIDENT AGENT

The resident agent for the corporation is JOSEPH A. ROSIER, 559 S. COUNTRY CLUB ROAD, LAKE MARY, FL 32746.

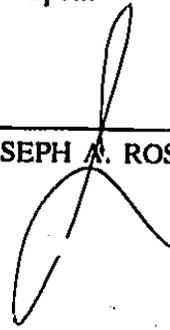
IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledge the same for filing in the Office of the Secretary of State, State of Florida, this 19 day of JULY, 1996.



JOSEPH A. ROSIER

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

Having been named to accept service of process for the above named 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 Statute relative to keeping said office open.



JOSEPH A. ROSIER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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