

PA6000064612

Elite Wholesale Foods, Inc.
5969 Southwest 21 Street
West Hollywood, FL 33023
(954) 437-9592

State of Florida
Corporate Records Bureau
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

RE: Elite Wholesale Foods, Inc.

700001910897
-08/01/96--01072--003
****122.50 ****122.50

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, with the Registered Agent Form incorporated therein. Also enclosed is a check in the amount of \$ 122.50 to cover the filing fees as follows:

Filing Fee	\$ 35.00
Registered Agent Fee	\$ 35.00
Certified Copy Fee	<u>\$ 52.50</u>
	\$ 122.50

Please return a date-stamped certified copy of these Articles of Incorporation to this office to the attention of the undersigned in the envelope provided.

Thank you for your attention to this matter.

Very truly yours,

Karen M. Sbarro
Karen M. Sbarro

FILED
95 AUG -1 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8.2.96
KR

**ARTICLES OF INCORPORATION
OF
ELITE WHOLESALE FOODS, INC.**

FILED
MAR 25 1954
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

The undersigned Incorporator 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 this Corporation shall be ELITE WHOLESALE FOODS, INC.

ARTICLE II

NATURE OF BUSINESS AND POWERS

The general nature of business to be transacted by the Corporation and its objects and powers shall be as follows:

To do everything necessary, proper, advisable or convenient for the accomplishment of any of the objects of the furtherance of any of the powers herein set forth, either alone or associated with others, and incidental or pertaining to, or growing out of or connected with, its business or powers, provided that the same be not inconsistent with the laws of the State of Florida.

Buying, loaning money upon, selling, transferring, assigning, discounting, borrowing money upon the pledging as collateral, and otherwise dealing as principal agent or broker in bills of lading, warehouse receipts, evidence of deposit and

storage of personal property, bonds, stocks, promissory notes, commercial paper accounts, mortgages on real or personal property, pledges on personal property, and other indebtedness of persons, firms, or corporations, and owning, holding, or conveying such real estate as may be necessary in the operation of its business, and purchasing, acquiring, and holding shares of stock in other corporations, domestic and foreign, and doing all things incidental thereto; to do a general brokerage business, to buy, sell and deal in all kinds of listed and unlisted stocks and bonds on commission; to act as agent or factor for any person, firm or corporation, but not for the purpose of carrying on the business of banking, insurance, or the operation of railroads, or the discounting or bills and notes, or the buying and selling of bills of exchange.

To manufacture, purchase, and otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of

indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state of government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things specified in Sections 607.0101 to 607.1907 of the Florida Statutes, and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at the time hereafter be amended and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other

persons, firms, associations, or corporations, and in any part of the world.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the corporation to carry on any business, exercise any power, or do any act which the corporation may not under the laws of the State of Florida, lawfully carry on, exercise or do.

The purpose and powers specified in the clauses contained in this Article are to be construed both as purposes and powers, and shall, except when otherwise expressed in this Article, be in no wise limited or restricted by reference to or inference from the terms of any other clause of this, or of any other Article of this Certificate, but each of the purposes and powers specified in this Article shall be regarded as independent purposes and powers; and the speculation herein contained of particular powers is not intended to be, and shall not be held to be, in limitation of the general powers herein contained or in limitation of the powers granted to corporations under the laws of the State of Florida, but it is intended to be, and shall be held to be, in furtherance thereof.

ARTICLE III

CAPITAL STOCK

The minimum number of shares of stock this Corporation is authorized to have outstanding at any one time shall be Ten

Thousand (10,000) shares of common stock of the par value of One (\$1.00) Dollar each. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4919 Northwest 82nd Avenue, Lauderhill, FL 33351, and the name of the initial registered agent of this Corporation at that address is Rose Anne Sbarro.

ARTICLE VI

DIRECTORS

The business of this Corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist of not less than one and not more than six. A majority of the first Board of Directors named below shall have the power to approve and adopt the By-Laws of this Corporation until their successors are elected or appointed.

The qualifications, time and place of election and term of office of each Director shall be provided for in the By-Laws of the Corporation.

The officers of this Corporation shall consist of a President, Vice-President, Secretary, Treasurer and such other officers and agents as may be provided for by the By-Laws of this Corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such By-Laws.

The shareholders of this Corporation shall not be entitled to remove any director from office during his term without cause.

ARTICLE VII

DIRECTORS ABSENTEE MEETINGS

Members of the Board of Directors may participate in meetings of the Board of Directors by means of telephone conferences as provided by law.

The directors of this Corporation may take action by written consent as provided by law.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The name and address of the member of the first Board of Directors, who, unless otherwise provided by the By-Laws of this Corporation, shall hold office and manage the Corporation for the first year of existence of the Corporation or until his successors are elected or appointed and have qualified, is as follows:

KAREN M. SBARRO, DIRECTOR
5969 SOUTHWEST 21 STREET
WEST HOLLYWOOD, FLORIDA . 33023

ARTICLE IX

INCORPORATOR

The name and post office address of the incorporator to these Articles of Incorporation is as follows:

KAREN M. SBARRO
5969 SOUTHWEST 21 STREET
WEST HOLLYWOOD, FLORIDA

ARTICLE X ³³⁰²³

PRINCIPAL OFFICE OF CORPORATION

The street address of the principal office of this Corporation is 5969 SOUTHWEST 21 STREET; WEST HOLLYWOOD, FLORIDA 33024

ARTICLE XI

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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII

CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by

distributing such votes on the same principal among any number of such candidates.

ARTICLE XIII

INTER-COMPANY CONTRACTS

No contract or other transaction between the Corporation and any other corporation, and no act of the Corporation shall be affected in any way or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any directors, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken; and any director of the Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE XIV

STOCKHOLDERS' AGREEMENTS

The Corporation and its common stockholders, or the stockholders of the Corporation among themselves, may enter into any agreement restricting the transferability, assignment, encumbrance or pledge of the stock of this Corporation, whether voluntarily or involuntarily. Any such agreement may confer upon the Corporation or the Stockholders, or both, the option of first refusal or mandatory purchase in the event any stockholder desires to transfer, assign, encumber or pledge his stock, with or without a consideration. Any such agreement may include such restrictions during the lifetime of any stockholders or upon the death or legal incompetence of any stockholder. Nothing contained in these Articles of Incorporation or By-Laws of the Corporation shall be construed as authorizing a transfer of such stock upon the books of the Corporation in violation of any such agreement.

ARTICLE XV

DIVIDENDS

Dividends may be paid to shareholders out of unreserved capital surplus and unrestricted earned surplus of the Corporation. A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and in good faith upon the financial statements of the Corporation represented to him to be correct by an officer

having charge of its books of account or a financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the Corporation, unless such act shall be determined to be willful or negligent, nor shall he be liable, if, in good faith in determining the amount available for dividends or distribution, he considers the assets to be of their book value.

ARTICLE XVI

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The corporation shall indemnify any director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a director or officer of the Corporation, or a director or officer of any other Corporation which he served as such at the request of the Corporation, against liability incurred in connection with such proceeding and against expenses and amounts paid in settlement of such proceeding not exceeding the estimated expenses, including but not limited to attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action, suit or proceeding, including any appeal thereof. Such indemnification shall be authorized only if such director or officer acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in relation to matters as to which such director may be adjudged to

have been guilty of negligence or malfeasance in the discharge of his duties to the Corporation.

The Corporation shall indemnify any director, officer, employee, or agent of the Corporation for all acts, and under all circumstances provided for in Florida Statute 607.0850, and upon determination by the Board of Directors, the Corporation shall provide insurance against loss to the Corporation for such indemnification as provided by such law.

ARTICLE XVII

DIRECTORS' LIABILITY

No director shall be held liable or responsible for action taken by the Board of Directors acting under the provisions or in the manner authorized by these Articles of Incorporation or the By-Laws of the Corporation, nor for action taken by the Board of Directors in reliance on reasonable ground or probable cause for believing that the Board is acting under the provisions of or in the manner authorized by the Articles of Incorporation or By-Laws. The defense of any legal, equitable or other action taken by the Board of Directors, shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or on behalf of the Corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearing and meetings, shall be paid by the Corporation, and in the event of a judgment or decree being

rendered against the director, the Corporation shall indemnify and save him harmless.

ARTICLE XVIII

REIMBURSEMENT OF DIRECTORS

If any legal, equitable or other action, suit or proceeding brought by or on behalf of the Corporation against a director, either individually or as director, shall result in a judgment, decree or decision in favor of the director, the Corporation shall be liable to and shall reimburse the director for all costs and expenses of the director in connection with such action, suit or proceeding, including but not limited to reasonable attorney's fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings, meetings and appeals of the disposition of all such actions.

ARTICLE XIX

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law, and may be amended without adoption at a formal meeting of all of the directors and all of the stockholders of the Corporation eligible to vote, sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted.

I, the undersigned, being the original incorporator of the foregoing Corporation, do hereby certify that the foregoing constitute the Charter of the above Corporation.

WITNESS my hand and seal this 25th day of July, 1996.

Karen M. Sbarro
KAREN M. SBARRO

STATE OF FLORIDA)
COUNTY OF BROWARD) SS

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, in the State and County aforesaid, personally appeared KAREN M. SBARRO, to me well known to be the person described as the Incorporator in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation, with his identity verified by personal knowledge/driver's license No. _____.

WITNESS my hand and official seal in the County and State last aforesaid this 25th day of July, 1996.

Rose Sharrs Roman
NOTARY PUBLIC
STATE OF FLORIDA

My Commission expires:

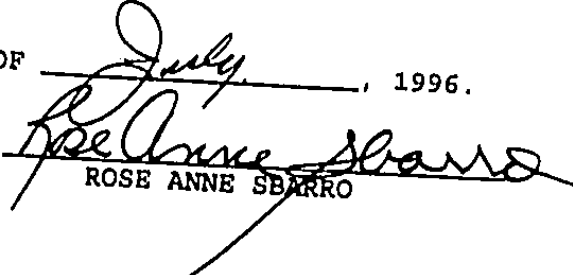


Rose Sharrs Roman
MY COMMISSION # 00238418 EXPIRES
April 7, 2000
BONDED WITH TROY FIRM INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THE
ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY SIMULTANEOUSLY
ACCEPTS THE DESIGNATION AND STATES THAT THE UNDERSIGNED IS FAMILIAR
WITH, AND ACCEPTS THE OBLIGATIONS OF THAT POSITION AND AGREES TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 20th DAY OF July, 1996.


ROSE ANNE SBARRO

FILED
96 AUG - 1 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA