

TRANSMITTAL LETTER

RECEIVED
DIVISION OF CORPORATIONS
SEP 25 11 52 25

P 96000072970

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: LAND O LAKES FOOD MASTERS INC
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for
70.00

800001937958
-09/04/96--01059--001
*****70.00 *****70.00

FROM:

LAND O LAKES FOOD MASTERS INC
Name (printed or typed)
7715 LAND O LAKES BLVD
Address
LAND O LAKES, FL 34639-5704
City, State, & Zip
(813) 996-4161
Telephone Number

Note: Please provide the original and one copy of the articles.

will
wait
D. BROWN SEP - 4 1996

ARTICLES OF INCORPORATION

OF

LAND O LAKES FOOD MASTERS INC

SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP -4 AM 9:25

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

LAND O LAKES FOOD MASTERS INC

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7715 LAND O LAKES BLVD
LAND O LAKES, FL 34639-5704

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One hundred (100)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

JUAN A BAEZ
4204 N MARGUERITE
TAMPA, FL 33603

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

NADIM J BOUDIS
2042 E. OLIVE AVE
APT 304
TAMPA, FL 33613

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

31 day of AUGUST, 1996.

Signature

Signature

Signature

Articles of Incorporation
Filing Fee - ~~\$35~~ 70.00

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED STATE
SECRETARY OF CORPORATIONS
95 SEP -11 AM 9:25

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: LAND O LAKES FOOD MASTERS INC

2. The name and address of the registered agent and office is:

JUAN A BAEZ

(Name)

4204 N MARGUERITE

(P.O. Box not acceptable)

TAMPA, FL 33603

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Signature)

P96000072970

GIBBS & PARNELL, P.A.

ATTORNEYS AT LAW

1-800-711-5452

A.B. GIBBS
37911 EMERALD PLACE
POST OFFICE BOX 618
DADDY CITY, FLORIDA 32301-0618
(352) 567-8546 FAX (352) 567-0180
REPLY TO []

THOMAS H. PARNELL
320 W. FLETCHER AVE., SUITE 104
TAMPA, FLORIDA 33601-1111
(813) 935-2200 FAX (813) 935-4444
REPLY TO []

June 6, 1997

Amendment Section
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FILED
97 JUN 23 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

800002206298--0
-06/09/97--01155--008
*****35.00 *****35.00

Re: Articles of Amendment for
LAND O' LAKES FOOD MASTER, INC.

Gentlemen:

Enclosed please find Articles of Amendment to Articles of Incorporation for the above-referenced corporation. I am also enclosing a check for \$35.00 to cover the filing fee of this amendment. I would appreciate your filing the same and if you require anything further, please advise.

Thank you for your assistance in the matter.

Sincerely,

GIBBS & PARNELL, P.A.

THOMAS H. PARNELL

TEP/lms
Enclosure

Handwritten initials and date: TEP 6/27



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 20, 1997

THOMAS B. PARNELL
GIBBS & PARNELL, P.A.
320 W. FLETCHER AVE., SUITE 104
TAMPA, FL 33612

SUBJECT: LAND O LAKES FOOD MASTERS INC.
Ref. Number: P9600072970

We have received your document for **LAND O LAKES FOOD MASTERS INC.** and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 797A00032651

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION**

Pursuant to the provision of Chapters 617 and 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its Articles of Incorporation.

FIRST: The current name and address of the corporation is:

LAND O LAKES FOOD MASTERS, INC.
7715 Land O'Lakes Boulevard
Land O'Lakes, Florida 33639

SECOND: **NADIM BOUDIB**, hereby resigns his office as President of this corporation, and **NABIL BOUDIB** is designated to serve as President and Director of this corporation, and **NADIM BOUDIB** is designated to serve as Vice President and Director of this corporation.

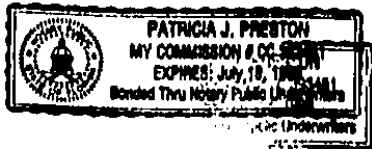
FOURTH: The new registered agent of the corporation is:

NABIL BOUDIB
7715 Land O'Lakes Boulevard
Land O'Lakes, Florida 33639

FIFTH: The date of the adoption of this Amendment is April 30, 1997.

SIXTH: This Amendment is approved by the President and Sole Director, **NABIL BOUDIB**, as shareholder approval is not required.

Dated: April 30, 1997.



Patricia J. Preston
NOTARY
PATRICIA J. PRESTON

LAND O LAKES FOOD MASTERS, INC.

By: *[Signature]*
NABIL BOUDIB
President/Director

By: *[Signature]*
NADIM BOUDIB
Vice President/Director

I HEREBY UNDERSTAND and accept the responsibilities and duties of the corporate registered agent for LAND O LAKES FOOD MASTERS, INC., and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

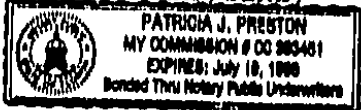
[Signature]
NABIL BOUDIB

FILED
97 JUN 23 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

THE FOREGOING instrument was acknowledged before me on this
1st day of MAY, 1997, by NABIL BOUDIB, President/
Shareholder and Registered Agent, who is personally known to me or
who produced the following as identification:
PERSONALLY KNOWN TO ME

(NOTARY STAMP/SEAL)

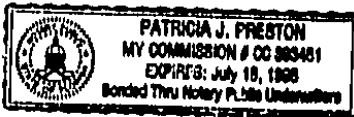


Patricia J. Preston
NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

THE FOREGOING instrument was acknowledged before me on this
1st day of MAY, 1997, by NADIM BOUDIB, Vice President/
Shareholder, who is personally known to me or who produced the
following as identification: _____

(NOTARY STAMP/SEAL)



Patricia J. Preston
NOTARY PUBLIC