P96000078083

CAPITAL CONNECTION, INC.
417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

_____ of _____ №

RE: N 4 D Foods, Inc.

NAME ______
FIRM ______
ADDRESS ______

PHONE ( ) ______

Service: Top Priority ______ One Day Service   Regular ______ Two Day Service

To us via ______ Return via ______

Matter No.: ______ Express Mail No. ______

State Fee $ ______ Our $ ______

		NO. FEE.	DISBURSED
	Capital Express		
✓	Art. of Inc. File		
	Corp. Record Search		
	Ltd. Partnership File		
	Foreign Corp. File		
✓	( ) Cert. Copy(s)		
	Art. of Amend. File		
	Dissolution/Withdrawal		
	C U S-		
	Fictitious Name File		
	Name Reservation		
	Annual Report/Reinstatement		
	Reg. Agent Service		
	Document Filing		
	Corporate Kit		
	Vehicle Search	300001952263	
	Driving Record	-09/20/96--01004--012	
	Document Retrieval	****122.50	****122.50
	UCC 1 or 3 File		
	UCC 11 Search		
	UCC 11 Retrieval		
	____ File No.'s, ____ Copies		
	Courier Service		
	Shipping/Handling		
	Phone ( )		
	Top Priority		
	Express Mail Prep.		
	FAX ( ) pgs.		

96 SEP 19 PM 4:01

SUBTOTALS ______

FEE.......
DISBURSED.......
SURCHARGE.......
TAX on corporate supplies....... $
SUBTOTAL....... $
PREPAID....... $
BALANCE DUE....... $
.... $

RECEIVED
96 SEP 19 PM 3:23
DIVISION OF CORPORATIONS

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	9/19/96		
TIME	2:30		CK No.
BY	(EJ)		

WALK-IN
Will Pick Up ______ ______

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

9/19

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

OF

N & D FOODS, INC.

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

FILED
95 SEP 19 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of the corporation is **N & D FOODS, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 1600 South Dixie Hwy., Suite 1-B, Boca Raton, FL 33432.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of ($0.10) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Jonathan P. Kross, Esq., 190 West Palmetto Park Road, Boca Raton, FL 33432.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is

David A. Sammons
Nina Sammons
Mike Will
1600 South Dixie Hwy., Suite 1-B, Boca Raton, FL 33432.

The undersigned has executed these Articles of Incorporation this 19th day of September 1996.

"Capital Connection, Inc. by Crystal Dugger, Assistant Office Manager"

Crystal Dugger

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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: N & D FOOD'S, INC.

2. The name and street address of the registered agent and office is: JONATHAN P. KROSS, ESQ
190 WEST PALMETTO PARK ROAD
BOCA RATON, FL 33432

96 SEP 19 PM 1:01

FILED

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.

P96000078083

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME

FIRM

ADDRESS

PHONE ( )

Service: Top Priority ______ One Day Service   Regular ______ Two Day Service

To us via ______ Return via ______

Matter No.: ______ Express Mail No. ______

State Fee $ ______ Our $ ______

file 2nd

N. HENDRICKS OCT - 1 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	AAM		

WALK-IN
Will Pick Up 10/1 11:00

RE: Captiva Brands, Inc

	C.C. FEE	DISBURSED
Capital Express℠		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
✓ ([illegible] Copy(s)		
✓ Art. of Amend. File		
Dissolution/Withdrawal		
C U S.		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
___ File No.'s, ___ Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		
SUBTOTALS		

96 OCT -1 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

96 OCT -1 AM 9:43
DIVISION OF CORPORATIONS

RECEIVED

FEE	$
DISBURSED	300001968403 -10/08/96--01142--013
SURCHARGE	****105.00 *****35.00
TAX on corporate supplies	$
SUBTOTAL	$
PREPAID	$
BALANCE DUE	$
	$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU from Your Capital Connection

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
N & D FOODS, INC.

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation filed September 19, 1996, under Document No.: P 96000078083.

FILED
96 OCT -1 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is hereby amended to:

Captiva Brands, Inc.

ARTICLE II

The aforesaid amendment was adopted by the Board of Directors on the 19 day of September, 1996 after a resolution of the proposed amendment was adopted by the affirmative vote of the holders of a majority of the shares entitled to vote thereon sufficient for approval of the amendment on the 19 day of September, 1996.

DATED this 20 th day of September, 1996.

(seal)

Captiva Brands, Inc.

By: [signature]
David A. Sammons, President

Attest:

[signature]
Secretary or Asst. Secretary

STATE OF FLORIDA
COUNTY OF PALM BEAACH

The foregoing instrument was acknowledged before me this 20 day of September, 1996 by David A. Sammons, and he (please check [✓] one)
X is personally known to me OR
____ has produced ____________________ as identification.

NOTARY PUBLIC STATE OF FLORIDA
OFFICIAL NOTARY SEAL
ANGELINA DOMINICK
COMMISSION NUMBER
CC444786
MY COMMISSION EXP
APR. 29,1999

[signature]
Notary Public State of Florida

ANGELINA DOMINICK
Printed Name of Notary Public

My commission expires:

captiva\sale\amend-02.art