

P96000082491

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

RE: Pappas International
FOODS, Inc

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

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

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert-Copy(s) <i>Photo</i>		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

300001966123
 -10/07/96--01020--013
 *****10.00 *****10.00

FILED
 96 OCT -7 AM 11:18
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

.....
 REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY *[Signature]*

WALK-IN Will Pick Up 10/7/2000 *[Signature]* 10/7

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

RECEIVED
 96 OCT -7 AM 10:41
 DIVISION OF CORPORATION

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 INCORPORATION
OF
PAPPAS INTERNATIONAL FOODS, INC.

FILED
96 OCT -7 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of the corporation shall be:

PAPPAS INTERNATIONAL FOODS, INC.

The principal place of business of this corporation shall be: 615 CLEARWATER LARGO ROAD, LARGO, FLORIDA 33770. The mailing address of this corporation shall be: 615 CLEARWATER LARGO ROAD, LARGO, FLORIDA 33770.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock have \$1.00 per value per share.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. OFFICERS DIRECTORS

This corporation is to have one director and officer, initially. The name and street address of the initial director and officer who shall hold office for the first year of the corporation's existence, or until his successor is elected or appointed is:

John Varvaresos
President

615 Clearwater Largo Road
Largo, Florida 33770

John Pappas
Vice-President

615 Clearwater Largo Road
Largo, Florida 33770

George Pappas
Secretary/Treasurer

615 Clearwater Largo Road
Largo, Florida 33770

ARTICLE VI. INCORPORATOR

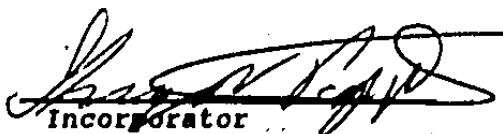
The name and street address of the incorporator to this Articles of Incorporation is:

Geroge Pappas

615 Clearwater Largo Road
Largo, Florida 33770

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of OCTOBER, 1996.

Signature of Incorporator


Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

THE FOREGOING instrument was acknowledged and sworn to before me this 3rd day of OCTOBER, 1996, by George Pappas of PAPPAS INTERNATIONAL FOODS, INC.

Notary Public

PETER MAKIS
Notary Public, State of Florida
My Comm. Expires Aug. 7, 1998
No. CC 362603
Bonded Through Official Notary Service


My Commission Expires: 8/7/98

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

FILED
96 OCT -7 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, 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:

PAPPAS INTERNATIONAL FOODS, INC.

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

Name: GEORGE PAPPAS

Address: 615 CLEARWATER LARGO ROAD

City: LARGO

State: FLORIDA Zip: 33770

SIGNATURE: 
(Corporate Officer)

TITLE: PRESIDENT

DATE: 4/7/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE: 

DATE: 4/7/98