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TRANSMITTAL LETTER

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

800001973078--9
-10/15/96--01005--011
*****70.00 *****70.00

SUBJECT: PREMIER FOODS OF MAIN STREET, INC.
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check
for \$ 70.00 .

FROM:

DEVRY E. DEWAN
Name (printed or typed)
7006 ATLANTIC BLVD.
Address
JACKSONVILLE, FLORIDA 32211
City, State, & Zip
(904) 725-2906
Telephone Number

OCT 15 1996

FILED
96 OCT 14 PM 4:06
TALLAHASSEE, FLORIDA
DIVISION OF STATE

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

ARTICLES OF INCORPORATION
OF
PREMIER FOODS OF MAIN STREET, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is: PREMIER FOODS OF MAIN STREET, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business, all in keeping with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$10.00 par value common stock which shall be designated "Common Stock."

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE, MAILING OFFICE,
AND REGISTERED AGENTS OFFICE

The street of the initial registered office, mailing office, and registered agent's office of this corporation is 7006 ATLANTIC BLVD., JACKSONVILLE, FLORIDA 32211

The name of the initial registered agent of this corporation is JERRY ASKER

ARTICLE VII - INITIAL BOARD OF DIRECTORS

NAME

PRESIDENT
JERRY ASKER

ADDRESS

7006 ATLANTIC BLVD.
JACKSONVILLE, FL. 32211

ARTICLE VIII - INCORPORATORS

NAME

JERRY ASKER

ADDRESS

7006 ATLANTIC BLVD.
JACKSONVILLE, FL. 32211

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 7th day of October, 1996.



SUBSCRIBER JERRY ASKER

SUBSCRIBER

STATE OF FLORIDA

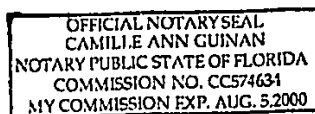
COUNTY OF DUVAL

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared JERRY ASKER

known to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledge before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 7th day of October, 1996.


NOTARY PUBLIC, STATE OF FLORIDA.
AT LARGE



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST - That PREMIER FOODS OF MAIN STREET, INC.

desiring to organize or qualify under the laws of the State of Florida, with its principal place of
business at the City of Jacksonville, State of Florida, has named JERRY ASKER

located at 7006 ATLANTIC BLVD. , Jacksonville, Florida
32211 , as its agent to accept service of process within Florida.

SIGNATURE

Jerry Asker
JERRY ASKER

TITLE:

PRESIDENT

DATE:

OCTOBER 7, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
CAPTIONED 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
PERFORMANCE OF MY DUTIES.

SIGNATURE

Jerry Asker
REGISTERED AGENT
JERRY ASKER

DATE:

OCTOBER 7, 1996

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TALLAHASSEE, FLORIDA