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CHARLES M. PASCO  
ATTORNEY AT LAW

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TRANSFLORIDA BANK BUILDING  
SUITE 205  
400 SHELDON STREET  
DANIA, FLORIDA 33004  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
HOWARD (305) 920-5552  
DADE (305) 944-4848  
FAX (305) 920-0289

October 25, 1996

Secretary of State  
Corporate Division  
The Capitol  
Tallahassee, Florida 32304

Re: T and S Food Distributors, Inc.

Gentlemen:

I am enclosing an original and a copy of Articles of Incorporation for the above named corporation. In addition, a check in the amount of \$122,50 is enclosed which represents the following fees:

Filing Fee:	\$ 35.00
Certificate:	52.50
Registered Agent	35.00
	<u>\$122.50</u>

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-10/29/96--01149--018  
\*\*\*\*122.50 \*\*\*\*122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,  
CHARLES M. PASCO, P.A.

*Charles M. Pasco*  
DIRECTOR BY PHONE TO  
add principal address  
to certificate II  
*PK*

BY: *[Signature]*  
CHARLES M. PASCO, ESQUIRE  
For the Firm

CMP:ead  
Enc.

*PK*  
10/31/96

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**T AND S FOOD DISTRIBUTORS, INC.**

THE UNDERSIGNED SUBSCRIBERS to these Articles of Incorporation, natural persons, competent to contract, hereby form and associated to form a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be:

**T AND S FOOD DISTRIBUTORS, INC.**

**ARTICLE II**

This corporation may engage in any activity or business permitted under the laws of the State of Florida and the United States.

**ARTICLE III**

The maximum number of shares of the capital stock which this corporation shall be authorized to have outstanding at any time is:

500 Shares of Common Stock

\$1.00 Par Value, Per Share

#### ARTICLE IV

The amount of capital which this corporation shall commence business shall not be less than Five Hundred Dollars (\$500.00).

#### ARTICLE V

The initial street address of the of the registered office of this corporation is:

2844 Stirling Road  
Hollywood, Florida 33020

The name of the initial Registered Agent at that address is:

ANTHONY BROCCO

The principal address is the same as the registered office.

#### ARTICLE VI

The existence of this corporation shall be perpetual.

#### ARTICLE VII

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The names and post office addresses of the initial directors of this corporation are:

NAME:	ADDRESS:
MITCHEL A. WEISSMAN	2844 Stirling Road Hollywood, FL 33020
ANTHONY BROCCO	2844 Stirling Road Hollywood, FL 33020

### ARTICLE VIII

The name and post office address of each of the officers who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, and the office they will each hold, are as follows:

NAME:	ADDRESS:	OFFICE:
MITCHEL A. WEISSMAN	2844 Stirling Road Hollywood, FL 33020	President
ANTHONY BROCCO	2844 Stirling Road Hollywood, FL 33020	Secretary/Treasurer

### ARTICLE IX

The names and addresses of the subscribers of these Articles of Incorporation, and a statement of the number of stock shares which they agree to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>
MITCHEL A. WEISSMAN	2844 Stirling Road Hollywood, FL 33020	250
ANTHONY BROCCO	2844 Stirling Road Hollywood, FL 33020	250

### ARTICLE X

The By-Laws of this Corporation may provide that less than a majority of the Board of Directors shall constitute a quorum for the transaction of business.

IN WITNESS HEREOF, we the undersigned have made, subscribed and acknowledged the Articles of Incorporation, this 23rd day of October, 1996.


  
\_\_\_\_\_(SEAL)  
MITCHEL A. WEISSMAN

  
\_\_\_\_\_(SEAL)  
ANTHONY BROCCO

STATE OF FLORIDA            )  
                                      ) SS:  
COUNTY OF BROWARD        )

BEFORE ME, a Notary Public, duly authorized in the State of Florida and County  
aforesaid, to take acknowledgments, personally appeared

MITCHEL A. WEISSMAN and ANTHONY BROCCO,  
to me known to be the persons described as the subscribers in the foregoing Articles of  
Incorporation, and they have acknowledged before me that they subscribed to and  
executed said Articles of Incorporation, this 24th day of October, 1996.

  
\_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires:



ELIZABETH A DODWELL  
My Commission CC508481  
Expires Nov. 13, 1999

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN ANY OF STATE  
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED  
TALLAHASSEE, FLORIDA


\*\*\*\*\*

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That **T AND S FOOD DISTRIBUTORS, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Fort Lauderdale, County of Broward, State of Florida, has named **ANTHONY BROCCO**, located at 2844 Stirling Road, Hollywood, Florida 33020, as its agent to accept service of process within this state.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

DATED this 24th day of October, 1996.

By. 

**ANTHONY BROCCO**, Registered Agent