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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1 Pasadena Food Sales Associates Inc. (Document #)

2 (Corporation Name) (Document #)

3 1997 (Corporation Name) (Document #)

4 (Corporation Name) (Document #)

FILED
96 DEC 26 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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Certificate of Status

Certificate of Good Standing

ARTICLES ONLY

ALL CHARTER DOCS

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

NEW FILINGS	
<input checked="" type="checkbox"/> Profit	
<input type="checkbox"/> NonProfit	
<input type="checkbox"/> Limited Liability	
<input type="checkbox"/> Domestication	
<input type="checkbox"/> Other	

AMENDMENTS	
<input type="checkbox"/> Amendment	
<input type="checkbox"/> Resignation of R A, Officer/Director	
<input type="checkbox"/> Change of Registered Agent	
<input type="checkbox"/> Dissolution/Withdrawal	
<input type="checkbox"/> Merger	

OTHER FILINGS	
<input type="checkbox"/> Annual Report	
<input type="checkbox"/> Fictitious Name	
<input type="checkbox"/> Name Reservation	

REGISTRATION/QUALIFICATION	
<input type="checkbox"/> Foreign	
<input type="checkbox"/> Limited Partnership	
<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Trademark	
<input type="checkbox"/> Other	

HOLD FOR PICKUP BY UCC SERVICES

REGISTRATION DEC 26 1996

Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PASADENA FOOD SALES ASSOCIATES, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is **PASADENA FOOD SALES ASSOCIATES, INC.**

ARTICLE II

The existence of the corporation shall begin on January One, 1997, at 12:01 A.M.

ARTICLE III

The street address of the principal office of the Corporation is 6324 Pasadena Point Blvd., Gulfport, Florida 33707.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100,000 all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 6324 Pasadena Point Blvd., Gulfport, Florida 33707. The initial registered agent for the Corporation at that address is Richard W. Price

ARTICLE VI

The initial board of directors shall consist of three members. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
Richard W. Price	6324 Pasadena Blvd., Gulfport, Florida 33707
Doris Price	6324 Pasadena, Blvd., Gulfport, Florida 33707
J Edward Goff	7079 Mill Pond Circle, Naples, Florida 34109

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
Richard W. Price	6324 Pasadena Blvd., Gulfport, Florida 33707
J. Edward Goff	7079 Mill Pond Circle, Naples, Florida 34109

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of December, 1996.


Name: Richard W. Price


Name: J. Edward Goff

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for PASADENA FOOD SALES ASSOCIATES, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: Richard W. Price

Date: December 19, 1996

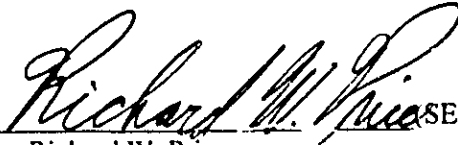
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 **PASADENA FOOD SALES ASSOCIATES, INC.**
2. The name and address of the registered agent and office is:

Richard W. Price
6324 Pasadena Blvd.
Gulfport, Florida 33707

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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Richard W. Price (SEAL)

12-19-96 Date

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