

P97000000934



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 208017 11831A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 2, 1997

ORDER TIME : 11:43 AM

ORDER NO. : 208017-005

CUSTOMER NO: 11831A

CUSTOMER: Barbara A. McCabe, Legal Asst
GALE SILBERMANN, ESQ

Prstige Place I, Suite 230
2600 McCormick Drive
Clearwater, FL 34619

000002043615-1-5
-01/02/97-01095-017
***122.50 ***122.50

FILED
97 JAN -2 PM 12:19
SECRETARY
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: PRIME FOOD^{WEST} INCORPORATED

W97-121

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

1-6.97
KR



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 3, 1997

CSC

TALLAHASSEE, FL

SUBJECT: PRIM FOOD INCORPORATED
Ref. Number: W97000000121

RESUBMIT
Please give original
submission date as file date

We have received your document for PRIM FOOD INCORPORATED and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 597A00000246

RECEIVED
97 JAN -6 AM 9:51
DIVISION OF CORPORATIONS

FILED
97 JAN -2 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

PRIME FOOD WEST INCORPORATED

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

ARTICLE 1 - NAME: The name of this Corporation is:

PRIME FOOD WEST INCORPORATED

ARTICLE 2 - DURATION: The term of existence of the Corporation is perpetual.

ARTICLE 3 - PURPOSE: This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE 4 - CAPITAL STOCK: This Corporation is authorized to issue Ten Thousand (10,000) shares of common stock, having a par value of One Dollar (\$1.00) per share.

Each share of capital stock shall entitle the holder thereof to one (1) vote at any stockholder meeting and otherwise participate in all such meetings and the assets of the Corporation. The stock shall be issued for such consideration as may be determined by the Board of Directors, which shall have a value at least equal to the full par value of said shares. The stock may be paid for in lawful money of the United States of America, or in property, labor or services.

ARTICLE 5 - PRE-EMPTIVE RIGHTS: The stockholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, but in either case only at such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

ARTICLE 6 - INITIAL REGISTERED OFFICE AND AGENT:

A. **Registered Office:** The address of the initial registered office of this Corporation is:

Prestige Place I, Suite 230
2600 McCormick Drive
Clearwater, Florida 34619

B. Registered Agent: The name of the initial registered agent of this Corporation at that address is:

Gale Silberman, Esquire

ARTICLE 7 - INITIAL BOARD OF DIRECTORS: This Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one. The name and address of each initial director of this corporation is:

Von Hayes
970 Monte Cristo Blvd.
Tierra Verde, Florida 33715

John Brister, III
1236 13th Street, Unit E
Sarasota, Florida 34236

ARTICLE 8 - INCORPORATOR: The name and post office address of the sole incorporator is:

Gale Silberman, Esquire
Prestige Place I, Suite 230
2600 McCormick Drive
Clearwater, Florida 34619.

ARTICLE 9 - INDEMNIFICATION. The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

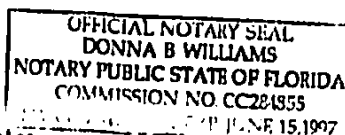
ARTICLE 10 - AMENDMENT: This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31st day of December, 1996.

STATE OF FLORIDA
COUNTY OF PINELLAS


Gale Silberman, Esquire

The foregoing instrument was acknowledged before me this 31st day of December, 1996, by GALE SILBERMANN, who is personally known to me.




Notary Public
My Commission Expires:


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CERTIFICATE DESIGNATING REGISTERED AGENT AND
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

In compliance with §§48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST that PRIME FOOD WEST INCORPORATED desiring to organize under the laws of the State of Florida, with its principal place of business at 970 Monte Cristo Blvd., Tierra Verde, Florida, has named GALE SILBERMANN, ESQUIRE, as its agent to accept service of process within Florida.

Dated: December 31, 1996


Gale Silberman, Esquire

I HEREBY ACCEPT the designation of Registered Agent to accept service of process for the Florida corporation, PRIME FOOD WEST INCORPORATED, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Gale Silberman, Esquire

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FILED
97 JAN -2 PM 12:20
TALLAHASSEE, FLORIDA