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EDMUND S. WHITSON, SR.
(1902 - 1982)
EDMUND S. WHITSON, JR.

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(813) 446-8336

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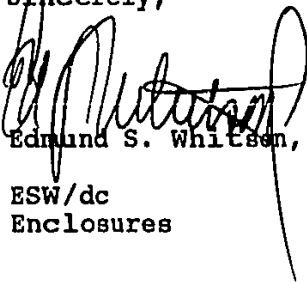
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: 23 Food Corporation

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for filing with your office, together with a check in the sum of \$122.50 to cover the necessary filing fee. Please return one certified copy to the undersigned at your convenience.

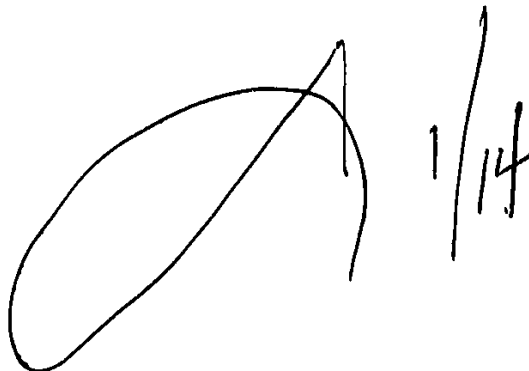
Sincerely,



Edmund S. Whitson, Jr.

ESW/dc
Enclosures

FILED
97 JAN -8 AM 10:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA



ARTICLES OF INCORPORATION
OF
23 FOOD CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I

Name

The name of this corporation is 23 FOOD CORPORATION.

ARTICLE II

Duration

The term for which said corporation shall exist shall be perpetual, unless sooner dissolved by law.

ARTICLE III

Purpose

The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida, in accordance with and as permitted by Chapter 607, Florida Statutes.

ARTICLE IV

Capital Stock

This corporation is authorized to issue five hundred (500) shares of One (\$1.00) Dollar par value common stock.

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he

he/she already holds, shall have the right to purchase his/her pro rata share thereof at the price at which it is offered to others.

ARTICLE V

Principal Office/Mailing Address

The principal office/street address of the Corporation is: 240 Palm Island Way S.W., Clearwater, FL 34630.

ARTICLE VI

Initial Registered Office and Registered Agent

The street address of the initial registered office of this corporation is 240 Palm Island Way S.W., Clearwater, FL 34630, and the name of the initial Registered Agent at that address is PETER M. NASCARELLA, who, by execution hereof, accepts the duties and responsibilities of such office.

ARTICLE VII

Management of Corporation by Shareholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE VIII

Incorporator

The name and address of the person subscribing to these Articles of Incorporation is: PETER M. NASCARELLA.


ARTICLE IX

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 and Resident Agent have executed these Articles of Incorporation, this 3rd day of January, 1997.


KELLY LYNN NASCARELLA
Subscriber


PETER M. NASCARELLA
Subscriber and Resident Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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