

P97000010189

**BUTLER LEGAL CENTERS
OF**

OLLIE BEN BUTLER, JR., P.A.

Since 1956

7605 N. Nebraska Avenue

Tampa, Florida 33604

Telephone: (813) 237-8475

FAX: (813) 237-6069

January 17, 1997

Secretary of State

Division of Corporations

P. O. Box 6327

Tallahassee, Florida 32314

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******122.50 ****122.50**

RE: FINEST FOODS, INC.

Gentlemen:

I enclose herewith original and one (1) copy of the Articles of Incorporation of the above corporation and my check in the amount of \$122.50. Please file and send a certified copy to me.

Sincerely,

Ollie Ben Butler

OLLIE BEN BUTLER, JR.

ORB:mk

Encls.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION.
OF
FINEST FOODS, INC.

97 JAN 29 AM 9:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is: FINEST FOODS, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is the sale/preparation/distribution of food items, wholesale or retail; maintenance/ownership of establishments, mobil or permanent, for the purpose of preparing, selling and serving food items; operation of any related business or establishment; and to engage in any and all business permitted under the laws of the State of Florida and the Corporation shall have all the powers allowed it under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred (100) shares of common stock having a par value of \$100.00 per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent of this Corporation in the State of Florida and his street address shall be:

OLLIE BEN BUTLER, JR.
7605 N. Nebraska Avenue
Tampa, Florida 33604
(813) 237-8475

The street address and mailing address of the initial Registered Office of this Corporation in the State of Florida shall be:

5107 Rosegreen Court
Tampa, Florida 33624
(813) 737-4631

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida and may from time to time appoint a different Registered Agent.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS.

The names of the initial directors of this Corporation and their street addresses are:

MIKE MIULLI
5107 Rosegreen Court
Tampa, Florida 33624

JENNIFER L. MIULLI
5107 Rosegreen Court
Tampa, Florida 33624

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and qualified, whichever occurs first.

ARTICLE VIII. INCORPORATORS.

The name and street address of the persons signing these Articles of Incorporation as the Incorporators are:

MIKE MIULLI
5107 Rosegreen Court
Tampa, Florida 33624

ARTICLE IX. INITIAL OFFICERS

The initial officers of this corporation shall be:

MIKE MIULLI
5107 Rosegreen Court
Tampa, Florida 33624
President.

JENNIFER L. MIULLI
5107 Rosegreen Court
Tampa, Florida 33624
Secretary and Treasurer.

ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. Provided, however, that an amendment of the provisions in Article X herein shall require an approval of eighty percent (80%) of the outstanding shares.

ARTICLE XI. SPECIAL PROVISIONS.

No director, officer, employee or agent of the corporation shall take or be authorized to take any of the three following actions without approval, by vote, of eighty percent (80%) of the outstanding shares:

1. Sale of equipment or lots of equipment with an aggregate fair market value of fifteen thousand dollars (\$15,000.00) or more.
2. Incur a debt for the corporation of ten thousand dollars (\$10,000.00) or more or obligate the corporation to pay a debt of ten thousand dollars (\$10,000.00) or more.
3. Sell all or substantially all of the assets of the corporation.

ARTICLE XII. SALE OF STOCKS BY SHAREHOLDERS.

The corporation and the stockholders of the corporation shall have the right of first refusal for all stock in the corporation to be sold or transferred by any stockholder. The decision whether or not to purchase said stock shall be made within a reasonable time after notice is given to the corporation of the desire to sell the stock. Any stock purchased in pursuance to this provision shall be purchased for the fair market value of said stock. If the corporation or any of the stockholders do not exercise the right to purchase the stock, then said stock may be sold by the seller to the buyer of his choice.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on the dates by each name.

1-22-97
Date

Mike Miulli
MIKE MIULLI, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public, personally appeared MIKE MIULLI, to me known to be the person described as the Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 22nd day of January, 1997.



Maridean Katzfey
Notary Public

The undersigned accepts the appointment as Registered Agent set forth in the preceding Articles of Incorporation on this 22nd day of January, 1997.

Ollie Ben Butcher, Jr.
OLLIE BEN BUTLER, JR.
7605 N. Nebraska Avenue
Tampa, Florida 33604
(813) 237-8475

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA