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EDWARD B. COHEN  
JOELLE C. SHARMAN  
PAULA S. GOLD (RETIRED)  
MICHAEL I. KOTLER \*\*  
ALLAN H. SCHWARTZ  
RONALD M. ZAKARIN \*  
GREGG H. GLICKSTEIN, OF COUNSEL

\* ALSO ADMITTED IN DISTRICT OF COLUMBIA  
AND NEW YORK  
\*\* ALSO ADMITTED IN DISTRICT OF COLUMBIA  
AND PENNSYLVANIA

LAW OFFICES  
SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.  
3342 BOCA RATON BOULEVARD  
BOCA RATON, FL 33434-4708

NEW YORK OFFICE  
1129 NORTHERN BLVD.  
MANHASSET, NEW YORK 11030  
BOCA RATON (561) 361-9800  
FAX (561) 361-9770

March 31, 1997

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

300002132773--6  
-04/03/97--0000--0003  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Dissolution of Oasis Foods, L.C.  
Incorporation of Oasis Foods, Inc.

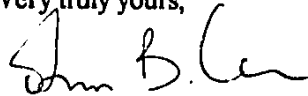
Gentlemen:

Enclosed for filing are Articles of Dissolution for Oasis Foods, L.C., a Florida limited liability company, together with our check in the sum of \$52.50 representing the filing fee. Kindly process these Articles and forward a Certificate of Dissolution to the undersigned.

Also enclosed, to be filed upon dissolution of Oasis Foods, L.C., are Articles of Incorporation for Oasis Foods, Inc. together with a check representing the filing fee of \$122.50. Please also forward a Certificate of Incorporation for this entity.

Thank you for your anticipated cooperation.

Very truly yours,

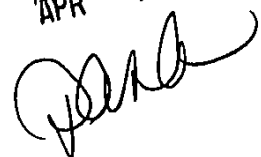


Edward B. Cohen

EBC/cil  
enclosures

FILED  
97 APR -9 PM 4:03  
TALLAHASSEE, FLORIDA

APR - 9 1997



LAW OFFICES  
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BOCA RATON, FL 33432-4708

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AND PENNSYLVANIA

NEW YORK OFFICE  
1129 NORTHERN BLVD.  
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BOCA RATON (561) 381-8600  
FAX (561) 361-9770

April 7, 1997

Ms. Dana Calloway  
Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314

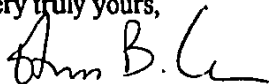
RE: Oasis Foods, L.C., a Florida limited liability company/Dissolution

Dear Ms. Calloway:

On March 31, 1997 we forwarded Articles of Dissolution to be filed, along with our law firm's check in the amount of \$52.50. Pursuant to your telephone conversation late last week with my assistant, Claudia, this is to inform the Secretary of State that regarding the above-referenced matter, our client had no intention of revoking the dissolution. We await the Certificate of Dissolution upon filing of the Articles.

Please feel free to call should you have any questions for further comments.

Very truly yours,



Edward B. Cohen

EBC/cll

**ARTICLES OF INCORPORATION**

**OF**

**OASIS FOODS, INC.**

FILED  
97 APR -9 PM 4:03  
TALLAHASSEE  
FLORIDA

**ARTICLE I**

**NAME**

The name of this corporation is

**OASIS FOODS, INC.**

**ARTICLE II**

**PURPOSE**

This corporation is organized for the following purposes:

1. To own and operate a retail food service company.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify her from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of

directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

#### **ARTICLE IV**

##### **TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

#### **ARTICLE V**

##### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation is Dorothy Krombs, 1750 S.E. Ryecroft Court, Port St. Lucie, Florida 34952. The initial registered agent of this corporation is Dorothy Krombs, with her address at 1750 S.E. Ryecroft Court, Port St. Lucie, Florida 34952. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

#### **ARTICLE VI**

##### **INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director, initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this corporation is:

Dorothy Krombs	1750 S.E. Ryecroft Court Port St. Lucie, Florida 34952
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#### **ARTICLE VII**

##### **AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles is:

Dorothy Krombs  
1750 S.E. Ryecroft Court  
Port St. Lucie, Florida 34952

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of  
Incorporation this 26 day of March, 1997.

Dorothy Krombs  
Dorothy Krombs

STATE OF FLORIDA

COUNTY OF Palm Beach

Sworn to and subscribed before me this 26<sup>th</sup> day of March 1997, by

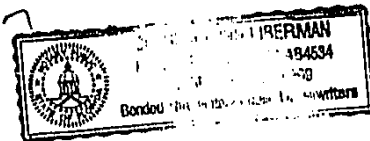
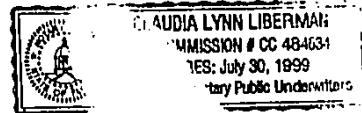
Dorothy Krombs, who is personally known to me (or who has produced

\_\_\_\_\_ as identification) and who did/did not take an oath.

(SEAL)

Claudia Lynn Liberman

Print Name: Claudia Lynn Liberman  
Notary Public, State of Florida



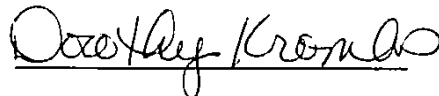
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

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

First--That Oasis Foods, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Port St. Lucie, County of St. Lucie, State of Florida has named Dorothy Krombs, 1750 S.E 4. Ryecroft Court Port St. Lucie, Florida 34952 its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at 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.



DOROTHY KROMBS

(Registered Agent)

FILED  
97 APR -8 PM 4:06  
TALLAHASSEE, FLA

P97000032292  
TRANSMITTAL LETTER

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

300002134239--0  
-04/04/97--01108--009  
\*\*\*\*131.25 \*\*\*\*131.25

TRANSPORTATION  
SUBJECT: FLORIDA ENGINEERING CONSTRUCTION SYSTEMS INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: GREGORY CLAYER WATSON  
Name (Printed or typed)

19321 NW 7<sup>th</sup> STREET  
Address

PEMBROKE PINES, FL. 33029  
City, State & Zip

Gregory Watson 954-432-1930  
Daytime Telephone number

AUTHORIZATION TO PHONE TO

CORRECT Corp. Name

DATE 4/9/97

DOC. EXAM. ca

NOTE: Please provide the original and one copy of the articles.

97 APR 11 11 31 AM '97

ca 4/9/97

## ARTICLES OF INCORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 APR -1 PM 3:55

*The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

### ARTICLE I NAME

The name of the corporation shall be:

Transportation  
~~Florida~~ Engineering Construction (~~System~~) Systems Inc.

### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

19321 NW 7<sup>th</sup> Street  
Pembroke Pines  
Florida 33029

### ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500

### ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Gregory C. Watson  
19321 NW 7<sup>th</sup> St.  
Pembroke Pines  
Florida 33029



**ARTICLE V INCORPORATOR(S)**

**See instructions for officers/directors**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

GREGORY C. WATSON  
19321 N.W. 7<sup>th</sup> Street  
Pembroke Pines, Fl. 33029

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

10<sup>th</sup> day of March, 19 97.

(An additional article must be added if an effective date is requested.)

  
Signature

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

**Notarization is not required**

**NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.**

**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 Transportation  
Florida Engineering Construction  
Systems, Inc.

2. The name and address of the registered agent and office is:

Gregory C. Watson  
(NAME)

19321 NW 7th Street  
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Pembroke Pines, FL 33029  
(CITY/STATE/ZIP)

97 MAR -1 PM 3:55

STATE  
OFFICE

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

Gregory C. Watson  
(SIGNATURE)

3-10-97  
(DATE)