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ACCOUNT NO. : 072100000032

REFERENCE : 338765 90681A

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizant*

FILED  
97 APR 23 11:10:54  
DATE

ORDER DATE : April 22, 1997

ORDER TIME : 8:59 AM

ORDER NO. : 338765-005

CUSTOMER NO: 90681A

CUSTOMER:

PATRICK A. DAVIS, ESQ

P.O. Box 8518

Clearwater, FL 34618

600002151526--1

DOMESTIC FILING

NAME: LUNCH BASKET FOOD SERVICE  
MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 APR 23 AM 9:51  
CORPORATION

84 APR 23 1997

**ARTICLES OF INCORPORATION  
OF  
LUNCH BASKET FOOD SERVICE MANAGEMENT, INC.**

FILED  
97 APR 23 AM 10:54  
TALLAHASSEE FLORIDA

**ARTICLE I**

**NAME**

The name of this Corporation is Lunch Basket Food Service Management, Inc..

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation and mailing address is:

3802 Coconut Palm Drive  
Tampa, FL 33619

**ARTICLE III**

**TERM**

The term of existence of this Corporation is perpetual.

**ARTICLE IV**

**PURPOSE**

This Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

**ARTICLE V**

**CAPITAL STOCK**

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

## ARTICLE VI

### DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation, who shall serve until their successors are elected and have qualified or until removed are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Catherine Burris	1428 Owen Drive Clearwater, FL 34619
James Burris	1428 Owen Drive Clearwater, FL 34619

## ARTICLE VII

### OFFICERS

The affairs of this Corporation shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President	James Burris 1428 Owen Drive Clearwater, FL 34619
Secretary	Catherine Burris 1428 Owen Drive Clearwater, FL 34619

## ARTICLE VIII

### REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

Registered Agent:

Catherine Burris  
3802 Coconut Palm Drive  
Tampa, FL 33619

Office of Corporation:

3802 Coconut Palm Drive  
Tampa, FL 33619

## ARTICLE IX

### INDEMNIFICATION

Every Director and every officer of this Corporation serving this Corporation at its request, shall be indemnified by this Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of this Corporation, or by reason of his serving or having served this Corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this Corporation. The foregoing right of

indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

#### ARTICLE X

##### BYLAWS

The first Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

#### ARTICLE XI

##### AMENDMENTS

Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

#### ARTICLE XII

##### SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation is as follows:

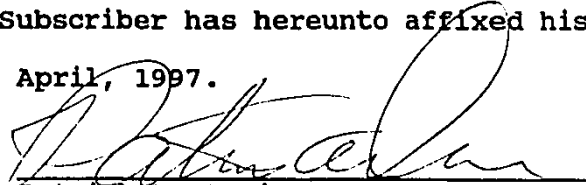
##### NAME

Patrick A. Davis

##### ADDRESS

P.O. Box 8518  
Clearwater, FL 34618

IN WITNESS WHEREOF, the Subscriber has hereunto affixed his  
signature on the 11<sup>th</sup> day of April, 1997.

  
Patrick A. Davis

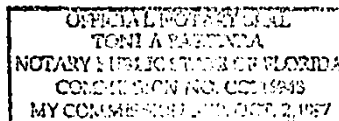
STATE OF FLORIDA     )  
COUNTY OF PINELLAS    )

I HEREBY CERTIFY that on this day, before me, an officer  
duly authorized in the State and County aforesaid to take  
acknowledgments, personally appeared Patrick A. Davis, to me  
known to be the person in and who executed the foregoing  
instrument for the purposes therein expressed.

Witness my hand and official seal in the County and State  
last aforesaid this 11<sup>th</sup> day of April, 1997.

  
Notary Public - State of Florida

My Commission Expires:



## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: Lunch Basket Food Service Management, Inc.

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

Catherine Burris

(Name)

3802 Coconut Palm Drive

(P.O. Box or Mail Drop Box **NOT** acceptable)

Tampa, FL 33619

(City/State/Zip)

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TALLAHASSEE  
FLORIDA

*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.*

Catherine S. Burris  
(Signature)

4/14/97  
(Date)