

797000055906

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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97 JUN 25 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rembert Food
Enterprises,
Inc.

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- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Name Reservation _____ 97
- Merger File _____ JUN 25 AM 0:40
- Art. of Amend. File _____ RECEIVED
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

K.R. JUN 25 1997

Signature _____

Requested by: _____

Name _____

Date _____

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Walk-In _____

Will Pick Up _____

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ARTICLES OF INCORPORATION
OF
REMBERT FOOD ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, hereby, for the purpose of forming a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME The name of the corporation shall be **REMBERT FOOD ENTERPRISES, INC.**

ARTICLE II

NATURE OF BUSINESS The general nature of the business to be transacted by this corporation is:

1. To conduct business in, having one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real property and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and all other states and countries.

2. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, or transfers of corporate indebtedness as required.

3. To purchase the corporate assets of any other corporation engaged in same or other character of business.

4. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of shares of the capital stock of, or any bond securities, or other evidence of indebtedness created by this or any other corporation of the State of Florida or any other state or government, and while owner of such stock exercise all rights, powers, and privileges of ownership, including the right to vote such stock.

ARTICLE III

CAPITAL STOCK The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 7,000 shares of common stock at a par value of One Dollar (\$1.00) per share.

ARTICLE IV

INITIAL CAPITAL The amount of capital with which this corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V

TERM OF EXISTENCE The corporation is to exist perpetually.

ARTICLE VI

ADDRESS The initial address of the principal offices of the corporation is 2018 N.E. 27th Avenue, Gainesville, Florida 32609. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII

DIRECTORS The corporation shall have three Directors initially. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the stockholders but shall never be less than one (1) or more than nine (9). Each Director shall be entitled to one vote on all issues voted on by the Board of Directors.

ARTICLE VIII

BOARD OF DIRECTORS The names and addresses of the members of the first Board of Directors to serve for the first year or until otherwise replaced according to the By-Laws adopted by the stockholders are:

Davis M. Rembert, 2018 N.E. 27th Avenue, Gainesville, Florida 32609;

Judith Rembert, 2018 N.E. 27th Avenue, Gainesville, Florida 32609;

Davis M. Rembert, III, 2018 N.E. 27th Avenue, Gainesville, Florida 32609;

ARTICLE IX

ARTICLE X

REGISTERED AGENT AND REGISTERED ADDRESS Frank P. Saier, Esq., whose address is 1330-B N.W. 6th Street, Gainesville, Florida 32601, is authorized to serve as the initial registered agent of the corporation to accept service of process as resident agent of the corporation.

ARTICLE XI

PRE-EMPTIVE RIGHTS Each shareholder of this corporation shall have a pre-emptive right to purchase additional shares of the corporation at any such time as the same are offered for sale by the corporation.


ARTICLE XII

BY-LAWS The Stockholders shall be authorized to adopt By-Laws, including therein a provision for replacement of loss or destroyed stock certificates; for a lien upon the stock for Stockholders' indebtedness to the corporation; that such By-Laws are not to be inconsistent with the laws of the State of Florida; that the By-Laws can be amended by the Stockholders of this corporation; and a provision that, by a Stockholder's agreement or by By-Laws, the corporation may restrict the transfer or encumbrance of any and all the stock.

ARTICLE XIII

AMENDMENTS These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be proposed by the Stockholders and approved by a Stockholders' meeting by a majority entitled to vote thereon, unless Stockholders sign a written statement manifesting their intent that certain Amendments of the Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 24 day of June, 1997.



FRANK P. SAIER, Subscriber

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this
24th day of June, 1997, by Frank P. Saier, Esq., who is:

- personally known to me; or
- who has provided his/her driver's license as
identification; and
- who did/did not take an oath.



SUZANNE ELLIOTT
MY COMMISSION # CC 487362
EXPIRES Aug. 9, 1999

Suzanne Elliott
Notary Public, State of Florida

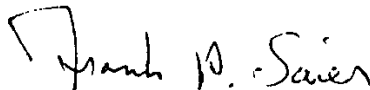
CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

That REMBERT FOOD ENTERPRISES, 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 Gainesville, County of Alachua, State of Florida, has named **FRANK P. SAIER, ESQ.**, 1330-B N.W. 6th Street, Gainesville, Florida 32601, registered agent, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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



FRANK P. SAIER, ESQ., Resident Agent

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