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MARK F. DAHLE**
A. WILLIAM BAILEY III*
ERIC K. ALLEN
RICHARD T. MCKENDRICK**

ADDITIONAL ADMISSIONS:
*UNITED STATES TAX COURT
*SOUTH CAROLINA
*UTAH

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April 23, 1999

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FIRST CLASS MAIL

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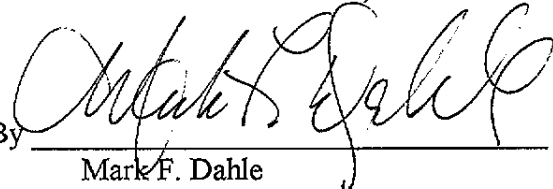
RE: Transmittal of Amended and Restated in Full
Articles of Incorporation of Ali & Zed, Inc. (Former Name)
Now Known as ABD Foodway, Inc. (New Name)

Dear Sir or Madam:

Enclosed with this letter you will please find for filing two original copies of the Amended and Restated in Full Articles of Incorporation of Ali & Zed, Inc. (Former Name) Now Known As ABD Foodway, Inc. (New Name) along with our check in the amount of Fifty-two and 50/100ths (\$52.50) Dollars to cover fees and costs. A self-addressed, stamped envelope is enclosed for the return of a certified copy and a Certificate of Corporate Status to our office. Thank you for your assistance.

Very truly yours,

Law Offices of Mark F. Dahle, P.A.

By 
Mark F. Dahle

Enclosures

C2245.05:mq

Amended & Rest. Ant. & N/C

LB

MAY 3 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED IN FULL
ARTICLES OF INCORPORATION
OF
ALI & ZED, INC. (FORMER NAME)
NOW KNOWN AS
ABD FOODWAY, INC. (NEW NAME)

WHEREAS, the Shareholders and the Board of Directors of the above named corporation now, subsequent to the unanimous vote of all Shareholders and Directors of the Corporation, are desirous of changing the Corporation's name, and simultaneously restating in full their Articles of Incorporation, and

WHEREAS, the Shareholders and the Board of Directors have authorized such changes and restating in full of the Articles of Incorporation of Ali & Zed, Inc., as filed July 23, 1997 with the Secretary of State in Tallahassee, Florida,

NOW, THEREFORE, the Directors do make and file these Restated in Full Articles of Incorporation and further certify that all amendments included herein have been adopted pursuant to Florida Statutes, Section 607.1003, 607.1006 and 607.1007 and there is no discrepancy between the Articles of Incorporation previously filed and the provisions of the restated Articles of Incorporation other than the inclusions of amendments adopted pursuant to the above referenced Sections and the omission of matters of historical interest.

ARTICLE I. NAME

The name of this Corporation shall be ABD Foodway, Inc.

ARTICLE II. ADDRESS OF THE CORPORATION

The address of the principal office of the Corporation is 155 North Lake Shore Way, Lake

AMENDED AND RESTATED IN FULL ARTICLES OF INCORPORATION

Alfred, Florida 33850. The mailing address of the Corporation is the same.

ARTICLE III. SHARES OF THE CORPORATION

The Corporation is authorized to issue one thousand (1,000) shares of Class A common stock of no par value.

ARTICLE IV. DUPLICATE CERTIFICATES

Duplicate certificates of stock may be issued pursuant to this charter for such stock as may have been lost or destroyed, together with a bond of indemnity with satisfactory security as determined by the Board of Directors of the Corporation, conditioned upon loss in consequence of issue of said duplicate certificate.

ARTICLE IV. PURPOSES AND POWERS

The general nature of the business to be transacted by this Corporation shall be:

- (a) To provide for the operation of a small, retail grocery and supermarket store.
- (b) To conduct business in and have one or more offices in the State of Florida, and in all other states and countries. To buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property including franchises, patents, copyrights, trademarks, and licenses.
- (c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.
- (d) To purchase the corporate assets of any other corporation and engage in the same character of business.
- (e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise

AMENDED AND RESTATED IN FULL ARTICLES OF INCORPORATION

acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while the owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

(f) To subscribe for, purchase, own, hold, sell, assign, transfer, pledge, mortgage, or otherwise dispose of bonds, securities, or evidences of indebtedness issued or created by the United States of America, or any state, territory county or municipality therein, and by any foreign state, nation, government, municipality or other political subdivision thereof.

(g) To carry on or to participate with others in the organization, merger, consolidation, financing, liquidation, or reorganization of corporations, partnerships, or associations engaged in any lawful business enterprise.

(h) To make, enter into, and carry out any arrangements which may be deemed to be for the benefit of the Corporation, with any corporation, association, cooperative association, partnership, firm, trustee, syndicate, individual, government, state, municipality, or other political or governmental division or subdivision, domestic or foreign, to obtain the reform or otherwise to acquire by purchase, lease, assignment, or otherwise, stocks, powers, rights, privileges, participations, immunities, franchises, guarantees, grants, and concessions; to hold, own, exercise, exploit, dispose of, and realize upon the same, and to undertake and prosecute any business dependent thereon; and to cause to be formed, to promote, and to aid in any way the formation of any corporation, association, or organization of any kind, domestic or foreign, for any such purpose.

(i) To lend money on time or call and with or without collateral security, and to give credit

AMENDED AND RESTATED IN FULL ARTICLES OF INCORPORATION

to individuals, corporations, associations, or co-partnerships, and to municipalities, states, governments, or any political subdivisions thereof, and to foreclose on any property taken by the Corporation as collateral security for any loans.

(j) To cause or to allow the legal title, and/or any estate, right, or interest in any property, whether real, personal, or mixed, owned, acquired, controlled, or operated by the Corporation, to remain or to be vested or registered in the name of, or operated by, any person, firm, association, or corporation, domestic or foreign, formed or to be formed, either in trust for or as agents or nominees of this Corporation, or upon any other terms or conditions, which the Board of Directors may consider for the benefit of the Corporation.

(k) To undertake, conduct, assist, promote, and participate in every kind of commercial, industrial, agricultural, manufacturing, mercantile, or mining enterprise, business, undertaking, venture, or operation in any state, territory, dependency, or colony of the United States of America or its insular possession, or in the District of Columbia, or in any foreign country.

(l) To purchase, hold, retire, sell, and transfer the shares of its own capital stock, provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of capital, and provided further that its own shares of capital stock belonging to it shall not be voted directly or indirectly.

(m) To act as agent or representative (other than fiscal or transfer agent) of individuals, partnerships, associations, or corporations, and as such to manage, develop, and extend their business or to aid any lawful enterprise.

(n) To have one or more offices carry on all or any part of its operations and business without

AMENDED AND RESTATED IN FULL ARTICLES OF INCORPORATION

restrictions or limit as to amount in any or all of the states, districts, territories, or colonies of the United States of America, and in all foreign countries; and to enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, or state.

(o) To purchase or otherwise acquire, own, hold, mortgage, pledge, sell, exchange, or otherwise dispose of and deal in real estate and personal property of every class and description; subject however, to the laws of such state, district, territory, or country where the same may be located.

(p) To build, erect, construct, purchase, hire, or otherwise acquire, own, provide, establish, maintain, hold, lease, and operate factories, warehouses, agencies, buildings, structures, offices, houses, works, machinery, plants, and all other things of whatsoever kind and nature, within and without the State of Florida, and in any part of the world, suitable, necessary, useful, or advisable in connection with any or all of the objectives hereinbefore or hereinafter set forth.

(q) To apply for, obtain, register, lease, purchase, or otherwise acquire, and to hold, use, own, operate, and introduce, and to sell, assign, or otherwise dispose of any trademarks, trade names, patents, copyrights, formulas, inventions, improvements, and processes used in connection with or secured under letters patent of the United States of America, or elsewhere; to use, exercise, develop, grant licenses in respect of, or otherwise deal with any such trademarks, patents, licenses, processes and the like, or any such property or rights, and, further, to purchase, acquire, apply for, register, secure, hold, own, or sell, or otherwise dispose of any and all copyrights, trademarks, trade names, and distinctive marks.

AMENDED AND RESTATED IN FULL ARTICLES OF INCORPORATION

(r) To carry on any other business, whether manufacturing or otherwise, which may seem to the Corporation capable of being conveniently carried on in connection with its business, or calculated directly or indirectly to enhance the value of or tender profitable any of the Corporation's property or rights.

(s) To do any and all things hereinbefore enumerated for itself or on account of others, and to make and perform contracts for doing any of said undertakings; to have and exercise all of the rights and powers now or hereafter conferred by the laws of the state of Florida, and to do any and all of the things hereinbefore enumerated to the same extent as natural persons might or could do.

(t) The foregoing enumerated objectives, purposes, and powers of the Corporation are not intended and shall not be construed or held to prohibit or limit the exercise of any other and further rights and powers which may now or hereafter be allowed or permitted by the laws of the State of Florida, and this Corporation shall have and exercise all other powers, rights, and privileges granted by the corporation laws of the State of Florida now in force, or any amendment or amendments thereto.

ARTICLE V. REGISTERED OFFICE AND AGENT

The Corporation shall maintain 155 North Lake Shore Way, Lake Alfred, Florida 33850 as its Registered Office and Nehad F. Abdelhay as its Registered Agent.

ARTICLE VI. OFFICERS AND SHAREHOLDERS

The sole Officer and Shareholder of the Corporation is as follows:

AMENDED AND RESTATED IN FULL ARTICLES OF INCORPORATION

	<u>Number of Shares</u>	<u>Percent</u>
1. NEHAD F. ABDELHAY PRESIDENT, CHAIRMAN OF THE BOARD, DIRECTOR, VICE PRESIDENT, SECRETARY, TREASURER	1,000	100%
	<u>1,000 shares</u>	<u>100%</u>

ARTICLE VII. AMENDMENT

These Articles of Incorporation may be amended from time to time in the manner provided by law. Every amendment will be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders meeting by the holders of a majority of shares of the stock entitled to vote thereon, unless all the Directors and all the Shareholders effect the change by written action as allowed by law.

ARTICLE VIII. ADOPTION

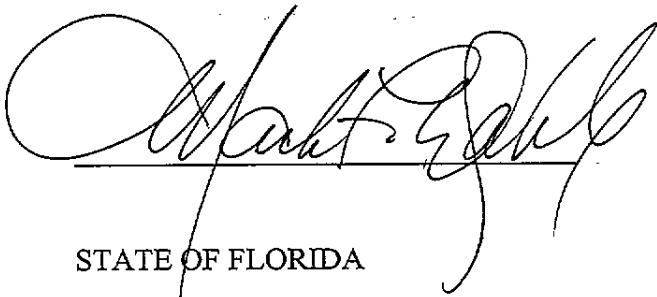
I the undersigned, certify that at a meeting of all persons constituting all of the Shareholders and all of the Directors, did unanimously consent and did authorize the undersigned to make and file these Restated Articles of Incorporation, and further certify that all amendments included herein have been adopted at a special meeting called for that purpose on April 15, 1999 at 4:00 p.m., pursuant to Sections 607.1003, 607.1006 and 607.1007 Florida Statutes and there is no discrepancy between the Articles of Incorporation as previously filed and the provisions of the Restated Articles of Incorporation other than the inclusion of amendments adopted pursuant to Section 607.1007 Florida Statutes and the omission of matters of historical interest, and these Restated in Full Articles of

AMENDED AND RESTATED IN FULL ARTICLES OF INCORPORATION

Incorporation supersede the original Articles of Incorporation and all amendments, in all respects.

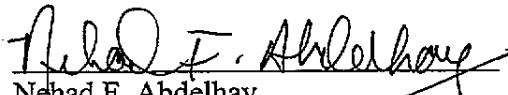
I declare and certify that the facts stated herein are true and accordingly, have hereunto set my hand and seal this 15th day of April, 1999.

Witness:

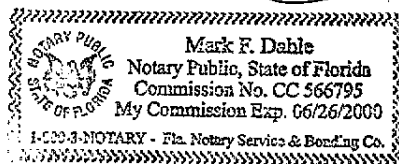


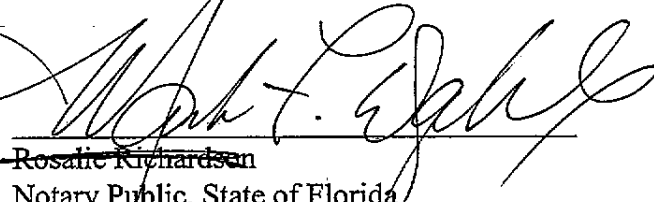
STATE OF FLORIDA

COUNTY OF POLK


Nehad F. Abdelhay
Sole Shareholder, Director and
President

The foregoing Amended and Restated in Full Articles of Incorporation were acknowledged before me this 15th day of April, 1999, by Nehad F. Abdelhay as President, Secretary and Treasurer, who made oath and who produced a New York Driver's License as personal identification.




~~Rosalie Richardson~~
Notary Public, State of Florida
My Commission Expires: ~~November 29, 2001~~

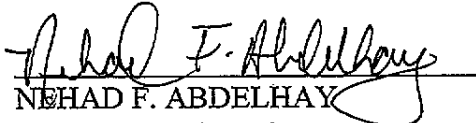
CONSENT OF SHAREHOLDERS

I, the undersigned, being authorized and directed by all of the Shareholders of ABD Foodway, Inc., have hereby caused this document to be executed, evidencing all shareholders

AMENDED AND RESTATED IN FULL ARTICLES OF INCORPORATION

consenting to the Amendment and Restatement in full of the Articles of Incorporation of Ali & Zed,
Inc. (former name), now ABD Foodway, Inc.

DATED this 15th day of April, 1999.


NEHAD F. ABDELHAY
Sole Shareholder, Director,
President and Treasurer

Having been named as the Registered Agent of ABD Foodway, Inc., I hereby consent to
serve and to act in such capacity as required by law.


NEHAD F. ABDELHAY