

# KATZ, GREENBERGER & NORTON

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\*\*Also Admitted in Kentucky  
\*\*\*Also Admitted in D.C.  
\*Of Counsel

PA 70000067965  
August 11, 1997

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32301

Re: Grassroots Foodservice, Inc.  
Incorporation Documents

200002257072--3  
-08/04/97--01161--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

200002257072--3  
-08/04/97--01161--006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Gentlemen:

Enclosed please find Articles of Incorporation and an Original Appointment of Statutory Agent for the above referenced corporation, along with the appropriate filing fee. Please return file-stamped copies to the undersigned in the enclosed self-addressed stamped envelope. Should you have any questions, please feel free to contact me.

Sincerely,

Scott P. Kadish/jle  
Scott P. Kadish

SPK/jle  
Enclosures

KGN - 13830

FILED  
97 AUG -4 PM 11:36  
TALLAHASSEE, FLORIDA

PA 70000067965  
8/16/97

ARTICLES OF INCORPORATION  
OF  
GRASSROOTS FOODSERVICE, INC.

FILED  
97 AUG -4 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a Florida corporation, does hereby certify:

FIRST: The name of the Corporation shall be Grassroots Foodservice, Inc.

SECOND: The street address of the Corporation's principal office and mailing address is 2368 Desoto, Vero Beach, Florida 32960.

THIRD: The maximum number of shares which the Corporation is authorized to issue is One Thousand (1,000), all of which shall be voting common shares, without par value.

FOURTH: No holders of shares of the Corporation shall have any preemptive rights to subscribe for or to purchase any shares of the Corporation of any class whether now or hereafter authorized.

FIFTH: To the extent permitted by law the Corporation may, from time to time, pursuant to authorization of the Board of Directors and without action by the shareholders, purchase or otherwise acquire shares of any class, bonds, debentures, notes, script, warrants, obligations, evidences of indebtedness, or other securities of the Corporation (or any other corporation) in such manner, upon such terms, and in such amounts as the Board of Directors may determine.

SIXTH: No transaction between the Corporation and any other corporation shall in any way be affected or invalidated by

the fact that any director of the Corporation has an interest in such other corporation, including being a director or officer of such corporation, provided that the fact that the interest exists shall be disclosed or shall have been known to the Board of Directors, or a majority thereof; any director of the Corporation who has such an interest may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize such transactions, and may vote thereat to authorize such transaction, with like force and effect as if he were not so interested.

SEVENTH: Any amendment hereto, including any that could be adopted by the Board of Directors of this Corporation, may be adopted at a meeting of shareholders held for such purpose by the affirmative vote of the holders of shares entitled under these Articles to exercise a majority of the voting power of this Corporation on such proposal.

EIGHTH: The Street address of the Corporation's initial registered office is 2368 Desoto, Vero Beach, Florida 32960, and the name of its registered agent at such address is Ronald H. Perez, Jr.

NINTH: The number of Directors constituting the Corporation's initial Board of Directors One (1) and the name and address of the Director, who is willing to serve until the first annual meeting of shareholders or until a successor is elected and qualified, is Ronald H. Perez, Jr.

TENTH: The name and address of the incorporator is  
Ronald H. Perez, Jr., 2368 Desoto, Vero Beach, Florida 32960.

IN WITNESS WHEREOF, the undersigned has hereby set his  
hand this 30<sup>th</sup> of July, 1997.

Ronald H. Perez, Jr.  
Ronald H. Perez, Jr.

ACCEPTANCE OF APPOINTMENT OF STATUTORY AGENT

The undersigned, Ronald H. Perez, Jr., hereby  
acknowledges and accepts the appointment of Statutory Agent in the  
State of Florida for Grassroots Foodservice, Inc., and is familiar  
with and accepts the obligations provided for in Section 607.0505.

Ronald H. Perez, Jr.  
Ronald H. Perez, Jr.

Date: 07/30, 1997

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TALLAHASSEE, FLORIDA

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((H97000012855 7))

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CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: SPECIALTY REFRIGERATION, INC.

AUDIT NUMBER.....H97000012855

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION

③

OF

SPECIALTY REFRIGERATION, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is  
"SPECIALTY REFRIGERATION, INC."

ARTICLE II

This corporation shall have perpetual existence. The corporation may engage in the transaction of any or all lawful businesses for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

The street address of the principal office of the Corporation is  
3442 Norland Court  
Holiday, FL 34691

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is one thousand (1000) all of which shall be Common Shares having a par value of \$1.00. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 3442 Norland Court, Holiday, FL 34691. The initial registered agent for the Corporation at that address is Gary Norton.

Prepared by:  
PHILIP BOMHOFF, JR., ESQ.  
FL. Bar No.: 0066559  
7281 Sunshine Grove Road  
Suite 108  
Brooksville FL 34613  
(352) 597-0009

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ARTICLE VI

The initial board of directors shall consist of two (2) members. The names and address of the persons who will serve on the initial board of directors are:

Gary Norton, 3442 Norland Court, Holiday, FL 34691	50%
Dorothy Norton, 3442 Norland Court, Holiday, FL 34691	50%

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are  
Gary Norton, 3442 Norland Court, Holiday, FL 34691

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 29 day of July, 1997.

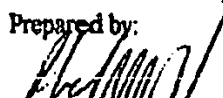
  
\_\_\_\_\_  
Gary Norton

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Specialty Refrigeration, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
\_\_\_\_\_  
Gary Norton

Date: 29 July 97

Prepared by:  
  
\_\_\_\_\_  
PHILIP BORNHOFF, JR., ESQ.  
FL. Bar No.: 0066559  
Bornhoff & Associates  
7281 Sunshine Grove Road  
Suite 108  
Brooksville FL 34613  
(352) 597-0009

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