

8/19/97

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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: C & M FOOD PRODUCTS, INC.

AUDIT NUMBER.....H97000013632

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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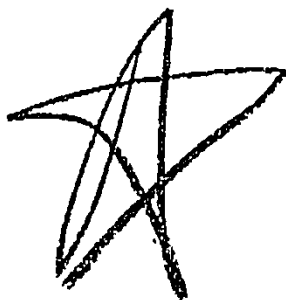
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EFFECTIVE DATE  
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Bobbie

(904) 487.6013

Thank!



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 19, 1997

EMPIRE

SUBJECT: C & M FOOD PRODUCTS, INC.  
REF: W97000019181

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: B97000013632  
Letter Number: 697A00041981

497000013632-  
ARTICLES OF INCORPORATION

OF

C & M FOOD PRODUCTS, INC.

EFFECTIVE DATE  
8-17-97

ARTICLE I - NAME

The name of this corporation is: C & M FOOD PRODUCTS, INC., and its principal place of business is 4300 N. University Drive, Building C-101, Lauderhill, FL 33351.

ARTICLE II - DURATION

This corporation shall be perpetual existence commencing on the date of execution and acknowledgement of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business. County prisons and all other business activities permitted under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 Shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V - VOTING RIGHTS

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 shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at the price at which it is offered to others.

Prepared By:

GAIL B. TRENK, ESQUIRE

Mercede Executive Park

Suite 308-L, Parkview Building

1876 N. University Drive

Plantation, FL 33322

(954) 370-8777

Fla. Bar No. 739928

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#### ARTICLE VII - ADDRESS

The street address of the principle business office of the corporation is 4300 N. University Dr., Building C-101, Lauderhill, FL 33351, and the name of the initial Registered Agent is GAIL B. TRENK, ESQUIRE, Mercedes Executive Park, Parkview Building, 1876 N. University Dr., Suite 308-L, Plantation, FL. 33322.

#### ARTICLE VIII - BOARD OR DIRECTORS

The Board of Directors of the corporation shall consist of one (1) Director and one (1) Secretary/Treasurer. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than two (2). The name and address of the initial Director of this corporation are as follows:

|                     |             |
|---------------------|-------------|
| President           | LEO BURNS   |
| Secretary/Treasurer | JOHN KEASEY |

The name and post office address of the member of the first Board of Directors is: LEO BURNS, 4300 N. University Dr., Building C-101, Lauderhill, FL 33351.

#### ARTICLE IX - INCORPORATORS

The name and post office address of the Incorporators are: LEO BURNS and JOHN KEASEY, 4300 N. University Dr., Building C-101, Lauderhill, FL 33351.

#### ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE XI - INDEMNIFICATION

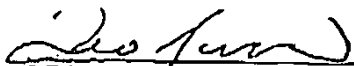
This Corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

#### ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

IN WITNESS WHEREOF, I have subscribed my name this 22nd day of August, 1997.

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LEO BURNS

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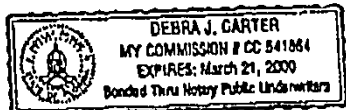
STATE OF FLORIDA )  
 ) ss:  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 12th day of August, 1997, by LEO BURNS who is personally known to me or has produced Driver's license as identification and who did/did not take an oath.

Debra J. Carter  
NOTARY PUBLIC, STATE OF FLORIDA  
Print name: Debra Carter

My Commission Expires:

Commission No: 00541864



GAIL B. TRENK, ESQUIRE  
Mercede Executive Park  
Suite 308-L, Park View Building  
1876 N. University Drive  
Plantation, Florida 33322  
(954) 370-8777

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STATE OF FLORIDA DEPARTMENT OF STATE

Certificate designating place of Business or Domicile for Service of Process within this State, Naming Agent upon whom process may be served, the following is submitted, in compliance with Chapter 48.091 of the Florida Statutes:


**C & M FOOD PRODUCTS, INC.**

a corporation organized under the laws of the State of Florida, with its principle office at 4300 N. University Dr., Building C-101, Lauderhill, FL 33351, the County of Broward, the State of Florida, has named **GAIL B. TRENK, ESQUIRE**, Mercede Executive Park, Parkview Building, 1876 N. University Dr., Suite 308-L, Plantation FL 33322, as attorney for the corporation to accept service of process within this State.

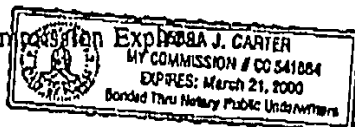
  
**GAIL B. TRENK**

Attorney for the Corporation  
 1876 N. University Drive, #308-L  
 Plantation, Florida 33322  
 (954) 379-8777

**SUBSCRIBED AND ACKNOWLEDGED** before me by **GAIL B. TRENK**, who accepts designation as attorney for the above corporation, on this 26th day of August, 1997.

  
**NOTARY PUBLIC, STATE OF FLORIDA**
Commission No: CC541864

My Commission Expires



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