

Henry R. Barksdale, Attorney at Law

Post Office Box 7027

Milton, Florida 32570

(850) 626-9657

Fax: (850) 626-9310

August, 1997

FILED

97 SEP -9 AM 11:04

SECRET
TALLAHASSEE, FLORIDA

300002270633-4

-08/19/97--01007--007

*****70.00 *****70.00

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

RE: BAYOU ENTERPRISE, INC.

Dear Sir/Madam:

Enclosed please find the original and one copy of the proposed Articles of Incorporation for the above-referenced corporation, together with my client's check in the amount of \$70.00 to cover the following:

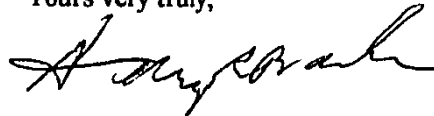
Filing Fees-	\$20.00
Certified Copy-	\$30.00
Registered Agent Designation-	\$20.00

TOTAL	\$70.00
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Please file these Articles in your office as a Florida Corporation and return a certified copy of the same at your earliest convenience.

Your kind attention to this matter is appreciated.

Yours very truly,



Henry R. Barksdale

HRB:gb

Enclosures

cc: Joan M. Overton
John D. Barksdale

V. Wade
C. Anderson
8/20/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 20, 1997

HENRY R. BARKSDALE, ESQUIRE
POST OFFICE BOX 7027
MILTON, FL 32570

SUBJECT: BAYOU ENTERPRISE, INC.
Ref. Number: W97000019309

We have received your document for BAYOU ENTERPRISE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 397A00042180

Henry R. Barksdale, Attorney at Law
Post Office Box 7027
Milton, Florida 32570
(850) 626-9657

September 7, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314
ATTN: Dana Calloway, Document Specialist

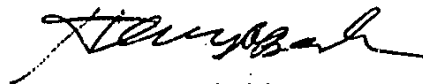
RE: Letter Number 397A00042180

Dear Ms. Calloway:

Enclosed please find the proposed corporation in which the name has been changed from Bayou Enterprise, Inc. to JOAN & JOHN SPECIALITY FOODS, INC. In accordance to your letter to me of August 20, 1997.

Please file the corporation and send a certified copy to me. Your kind attention to this matter is appreciated.

Sincerely yours,



Henry R. Barksdale

HRB:gb
Enclosures

ARTICLES OF INCORPORATION

FILED

OF

97 SEP -9 AM 11:05

JOAN & JOHN SPECIALITY FOODS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these articles of incorporation hereby associate ourselves together for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be: JOAN & JOHN SPECIALITY FOODS, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be and is to engage in the production and sale of food, garden, and health products, distribution and manufacturing of other items relating to or pertaining to such production and sale, and to perform all such business as authorized for a general corporation in the State of Florida.

ARTICLE III

STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be five hundred (500) shares having a par value of One Dollar (\$1.00) per share, all of which shall be common stock of the same class. All stock issued shall be fully paid and non-assessable. The stockholders shall have no pre-emptive rights with respect to the stock of the corporation, and the corporation may issue and sell its common stock from time to time without offering such shares to the stockholders then holding shares of common stock.

ARTICLE IV

AMOUNT OF CAPITAL

The amount of capital with which this corporation shall begin business shall be and is the sum of Five Hundred Dollars (\$500).

ARTICLE V

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI

ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is: 2855 Blackshear Avenue, Pensacola, Florida 32503.

ARTICLE VII

DIRECTORS

The number of directors of this corporation shall be not less than one (1) nor more than three (3).

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The names and post office addresses of the members of the first Board of Directors, who, subject to the provisions of the by-laws and these articles of incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows: JOAN M. OVERTON 2855 BLACKSHEAR AVENUE, PENSACOLA, FLORIDA 32503; JOHN D. BARKSDALE, 2855 BLACKSHEAR AVENUE, PENSACOLA, FLORIDA

ARTICLE IX

SUBSCRIBER

The name and post office address of each subscriber of these articles of incorporation as follows:

JOAN M. OVERTON, 2855 BLACKSHEAR AVENUE, PENSACOLA, FLORIDA 32503

The subscriber certifies that the proceeds of the stock subscribed for will not be less than the amount of capital with which the corporation shall begin business, as set forth in Article IV hereinbefore.

ARTICLE X

CORPORATE REGULATIONS

In furtherance of and not in limitation of the powers conferred by statute, the following specific provision are made for the regulations of the business and the conduct of the affairs of the corporation:

1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the by-laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the articles of incorporation or amendment thereto, or by the by-laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

2. The corporation shall have such officers as may from time to time be provided in the by-laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the by-laws or as may be determined from time to time by the Board of Directors subject to the by-laws.

3. No contract or other transaction between the corporation and any other firm,

association or corporation shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in or is a member, director or officer or are members, directors or officers of such other firm or corporation and any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction of the corporation with any person, firm association or corporation shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person, firm, association or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested.

ARTICLE XI

AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

DESIGNATION OF RESIDENT AGENT

That JOAN M. OVERTON, 2855 BLACKSHEAR AVENUE, PENSACOLA, FLORIDA 32503, is hereby named Registered Resident Agent for this corporation to be its agent and to accept service of process within the State of Florida at this registered office.

IN WITNESS WHEREOF, I the undersigned subscribing incorporator have hereunto set my hand and seal for the purpose of forming this corporation under the laws of the State of Florida, and

I hereby make, subscribe, acknowledge and file in the Office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true, all this on the 7th day of September, 1997.


JOAN M. OVERTON (SEAL)

STATE OF FLORIDA)

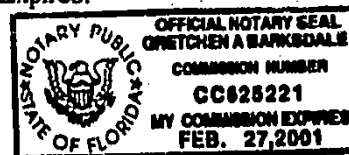
COUNTY OF ESCAMBIA)

BEFORE ME, the undersigned authority, personally known to me or who produced the following as identification, Florida Driver's Licenses, 0163-493-52-868-0, and known to me to be the person described as subscriber any incorporator in and who executed the foregoing Articles of Incorporation, and she acknowledged to and before me that she subscribed the same for the purposes therein expressed.

WITNESS my hand and official seal this 8th day of September, 1997.

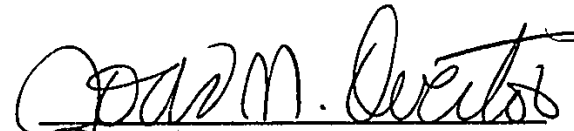

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



ACCEPTANCE BY RESIDENT AGENT

Having been named to accept service of process for Joan & John Speciality Foods, Inc., 2855
Blackshear Avenue, Pensacola, Florida 32503, at the place designated herein, I hereby accept to act
in this capacity and agree to comply with the provision of said act relative to keeping open said office.


REGISTERED RESIDENT AGENT
JOAN M. OVERTON

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97 SEP -9 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA