

P97000083217

TRANSMITTAL LETTER

August 28, 1997

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: American Food Solutions, Inc.

500002287485--8
-09/08/97--01136--005
****122.50 ****122.50

I have enclosed an original and one (1) copy of the Articles of Organization for the above corporation and a check in the amount of \$122.50

FROM: Philip Allen
124 Wisteria Drive
Longwood, Fl. 32779
407-788-6497

C:\MyFiles\Magic Supply\Transmittal Ltr.American foods.wpd

2589-2557-1011
W97-20873

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 25 PM 2:49

26/25/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 25 PM 2:49

September 10, 1997

PHILIP ALLEN
124 WISTERIA DRIVE
LONGWOOD, FL 32779

SUBJECT: AMERICAN FOOD SOLUTIONS, INC.
Ref. Number: W97000020873

We have received your document for AMERICAN FOOD SOLUTIONS, INC.. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 797A00045085

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 25 PM 2:49

ARTICLES OF INCORPORATION

OF

AMERICAN FOOD SOLUTIONS, INC.

I, the undersigned, being a natural person of legal age do hereby desire to form a corporation under the laws of the State of Florida, and do hereby adopt the following Articles of Incorporation

ARTICLE I

The name and address of the Corporation shall be:

American Food Solutions, Inc.
124 Wisteria Drive
Longwood, FL 32779

ARTICLE II

This Corporation shall have the power to authorize and permit to engage in the practice of manufacturing, producing, importing, purchasing or otherwise acquiring, holding, owning, using, exporting, selling at wholesale, or otherwise dispose of equipment and supplies of any and all kinds and, permitted by laws or otherwise, its being the intention that this Corporation shall have the right to engage in any business or activity not expressly prohibited by applicable law of the State of Florida.

ARTICLE III

The maximum number of shares of stock of this Corporation which the Corporation is authorized to have outstanding at any one time is seventy-five thousand (75,000) shares of common capital stock having par value of ten cents (\$.10) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors of said Corporation.

ARTICLE IV

The street address of the initial registered office of this Corporation and the initial registered agent of this Corporation at this address is listed below:

| <u>Registered Agent</u> | <u>Address</u> |
|-------------------------|--|
| Philip Allen | 124 Wisteria Drive Longwood, FL 32779 |

ARTICLE V

INITIAL BOARD OF DIRECTORS

The business of the Corporation shall be conducted and managed by the Board of Directors consisting of not less than one (1) member, as fixed from time to time by the bylaws of this Corporation and the Board of Directors shall be elected or appointed by the shareholders of the Corporation, but it shall not be necessary for any such director to be a shareholder of the Corporation.

The name and address of the first Board of Directors who shall hold office until their successors are elected and qualified are:

NAME

ADDRESS

Philip Allen

124 Wisteria Drive
Longwood, FL 32779

ARTICLE VI

INCORPORATOR

The name and address of the persons signing these Articles of Incorporation are:

NAME

ADDRESS

Philip Allen

124 Wisteria Drive
Longwood, FL 32779

ARTICLE VII

INDEMNIFICATION


Every director, officer, employee, or agent of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including counsel fees, reasonably incurred or by reason of their being imposed upon him or her, in connection with any proceeding to which he or she may be made party or in which he or she may become involved by reasons of his or her employment or by reason of his or her being or have been a director, officer, employee or agent of the Corporation, or any settlement thereof, whether or not he or she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee or agent is adjudged liable negligence or misconduct in the performance of his or her duties as such director, officer, employee or agent.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee or agent may be entitled.

ARTICLE VIII

The Corporation reserves the right to amend, alter, change, repeal and revise any provisions of this Corporation's Articles of Incorporation in the manner now or hereinafter prescribed by the statute and all rights conferred on shareholders herein are granted subject to this reservation.

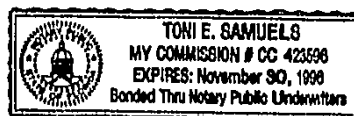
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 19 day of SEPTEMBER, 1992.


Philip Allen

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME. The undersigned officer, personally appeared Philip Allen to me, who produced _____ as identification, and known to me to be the person described in and who executed the foregoing Articles of Incorporation and he or she acknowledges the me that after reading the same, the matter set forth therein are true and correct to the best of his or her knowledge and belief.


Notary Public, State of Florida



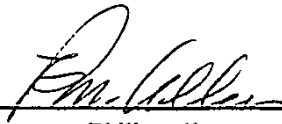
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
UPON WHOM PROCESS MAY BE SERVED

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

First, the American Food Solutions, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Longwood, County of Seminole, State of Florida, has named Philip Allen located at 124 Wisteria Drive, City of Longwood, County of Seminole, State of Florida, as its agent to accept service of process within the State.

ACKNOWLEDGMENT: (Must be signed by designated agent.)

Having been named to accept service of process for the above stated Corporation, at the place designed in this Certificate, I hereby accept to act in this capacity, and agree to comply with provisions of said Act relative to keeping open said office.



Philip Allen
(Registered Agent)