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10/07/97

FLORIDA DIVISION OF CORPORATIONS
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((H97000016681 3))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: A & C MED, INC.

AUDIT NUMBER.....H97000016681

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -7 AM 8:00

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10/8

**ARTICLES OF INCORPORATION
OF
FLORIDA**

SECRET
DIVISION OF CORPORATIONS
97 OCT -7 AM 8:00

ARTICLE I: NAME

The name of the corporation shall be: **A & C MED, INC.**

ARTICLE II: PURPOSE OF BUSINESS

This corporation is organized to engage in, or transact the business of providing food services and/or products, and all business activities related thereto, and all other lawful business and/or activities for which corporations may be incorporated under the laws of the United States of America, The Florida General Corporation Act, the State of Florida, and/or any other state, country, territory, or nation.

ARTICLE III: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**5724 Devauville Circle, #306
NAPLES, FL 34112**

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000, Common Shares

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**Krystallia Crane
5724 Devauville Circle, #306
Naples, FL 34112**

ARTICLE V: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

**Krystallia Crane
5724 Devauville Circle, #306
Naples, FL 34112**

TEL: (941) 793-3441

This document prepared in accordance with Ms. Krystallia Crane's instructions, by the firm of:

**B.P. Kazitoris & Company
2272 Airport Road So., - Suite 203
Naples, FL 34112
TEL: 941-775-8822 & FAX: 941-775-5075**

ARTICLE VI: GENERAL PROVISIONS

(A) The private property of the stockholder(s) shall not be subject to the payment of any corporate debts to any extent whatsoever.

(B) Subject to the provisions and conditions of this Article, the corporation shall have the full power and lawful authority to accept property, labor and services in payment for shares of its capital stock in lieu of cash, at a fair market valuation to be fixed by its board of directors.

(C) A Director and/or Officer of the corporation may transact business, borrow, lend or otherwise deal or contract with the corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States of America.

(D) The corporation shall indemnify each director and officer of the corporation against all or any portion of any expenses reasonably incurred by him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved, by reason of he/she being or having been a director or officer of the corporation [whether or not he/she continues to be a director or officer at the time of incurring such expense(s)], to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and the United States of America.

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the these Articles of Incorporation.

The undersigned has executed these Articles of Incorporation this 07th day of October, 1997.


Krystallia Craze, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.325, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

A & C MED, INC.
5724 Devauville Circle, #306
Naples, FL 34112

2. The name and address of the registered agent and office is:

Name: Krystallia Crane
Address: 5724 Devauville Circle, #306
Naples, FL 34112
Telephone: (941) 793-3441

3. Authorized by:

Title: President

Signature: Krystallia Crane

Date: October 7, 1997

FILED STATE
SECRETARY OF CORPORATIONS
97 OCT -7 AM 8:00

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: Krystallia Crane

Date: October 07, 1997