

C. JAMES WHEELER, INCORPORATED
ACCOUNTANTS

C. JAMES WHEELER

WILLIAM L. BALLEW

ENROLLED TO REPRESENT TAXPAYERS
BEFORE THE INTERNAL REVENUE SERVICE

C
J
W

2248 LEE ROAD, SUITE 117
WINTER PARK, FLORIDA 32789

407/828-0848
FAX 407/828-0848

D. ROBERT KNAPP

P97000088861

October 9, 1997

600002323226--1
-10/17/97--01083--004
*****70.00 *****70.00

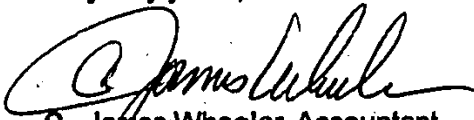
Secretary of State
State of Florida
Corporate records Bureau
P.O. Box 6327
Tallahassee, Florida 32314

Re: Randolph Foods, Inc.

Enclosed please find the Articles of Incorporation for Subject as well as
check #5369 in the amount of \$70.00. Please charter the above corporation and
use the attached envelope to return the letter.

If additional information is needed, please advise.

Very truly yours,


C. James Wheeler, Accountant

*CHECK #5369 OK TO SIGN
PER BILLIE WHEELER, 10/15/97 JN

FILED
97 OCT 15 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Nader OCT 15 1997

**ARTICLES OF INCORPORATION
OF
RANDOLPH FOODS, INC.**

97 OCT 15 AM 11: 31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**ARTICLE I
NAME**

The name of this corporation is Randolph Foods, Inc.

**ARTICLE II
DURATION**

This corporation shall have perpetual existence commencing on the date of filing these Articles with the Department of State.

**ARTICLE III
PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as it now exists or may hereafter be amended.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue Seventy Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock which shall be designated as the "Common Shares".

**ARTICLE V
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS; INITIAL REGISTERED OFFICE
AND AGENT

The street address of the principal place of business of the corporation is 2409 Edgewater Dr., Orlando, Florida 32804 with a mailing address of 2025-1 Eastbourne Way, Orlando, Florida 32812. The initial registered office of this corporation is 2409 Edgewater Dr., Orlando, Florida 32804, and the name of the initial registered agent of this corporation at that address is James R. MacReynolds.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have an initial Board of Directors consisting of one (1) Directors. The number of Directors may be either increased or decreased from time to time by the by-laws. However, there shall never be less than one (1) Director nor more than five (5) Directors. The name and address of the members of the initial Board of Directors of the corporation are:

| <u>Names</u> | <u>Addresses</u> |
|-----------------------------|---|
| James R. MacReynolds | 2025-1 Eastbourne Way Orlando, Florida 32812 |

ARTICLE VIII
INCORPORATORS

The name and address of the Incorporator signing these Articles is **Randolph Foods, Inc.**, whose address is **2409 Edgewater Dr., Orlando, Florida 32804.**

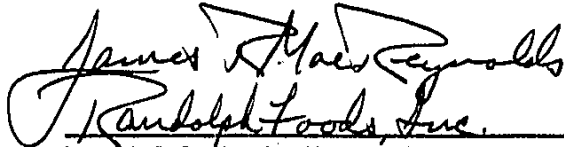
ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any officer, director or employee (or any former officer, director or employee) of the corporation to the full extent permitted by law.

ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any provision of these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

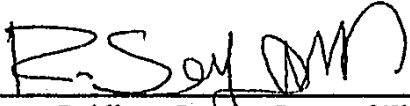
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 9th of October, 1997.


Randolph Foods, Inc.
Randolph Foods, Inc, as Incorporator

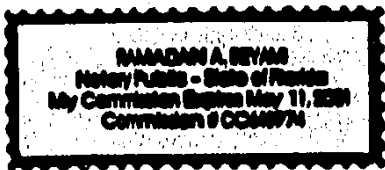
STATE OF FLORIDA)
)
COUNTY OF ORANGE) SS.:

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and official seal in the State and County above, this 9th Day of October 1997.



Notary Public at Large, State of Florida



(Seal)

2001

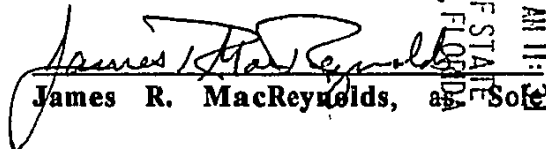
Date Expires

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with section 48.091 and 607.034, Florida statues, the following is submitted:

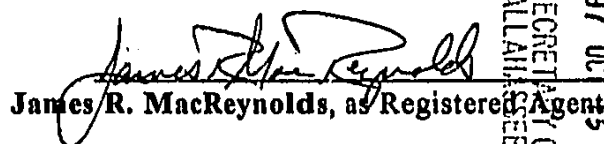
That **Randolph Foods, Inc.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located at **2409 Edgewater Dr., Orlando, Florida 32804** and, has named, **James R. MacReynolds**, as its agent to accept service of process within the State of Florida.

DATED this 9th day of October, 1997.


James R. MacReynolds, as ~~Director~~ **Secretary of State**

Director

Having been named the agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


James R. MacReynolds, as ~~Registered Agent~~ **Secretary of State**

FILED

97 OCT 15 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

97 OCT 15 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA