

Telephone (904) 824-9788
Fax (904) 824-6902

J. Stephen Alexander
Attorney at Law

162 San Marco Ave., Suite 4
St. Augustine, FL 32084

P97000089779

October 15, 1997

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

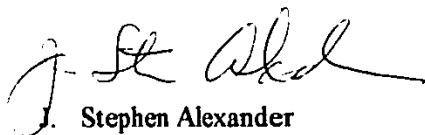
97 OCT 17 AM 8:54

Gentlemen:

Enclosed please find the original Articles of Incorporation for C.R.S., Inc., St. Augustine, Florida, and our trust check in the amount of \$122.50.

Please file the articles and forward the certificate of incorporation along with certified copies to our office. Thank you for your kind attention to this matter.

Sincerely,


J. Stephen Alexander

500002323105-- 8
-10/17/97--01070--011
***122.50 ***122.50

enclosures

27
10-20-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
C.R.S., INC.**

97 OCT 17 AM 8:54

The undersigned, for the purposes of forming incorporation under the Florida General Corporation act, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the Corporation is C.R.S., INC.

ARTICLE TWO

This corporation may engage in or transact any and all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE THREE

The general purpose for which this Corporation is organized is to exchange in the business of sales of food products and any and all such related enterprises, and to transact any lawful business for which corporations may be incorporated under the Florida General Corporation act, and to do all things as are necessary or desirable in order to accomplish the foregoing in

ARTICLE FOUR

The aggregated number of shares which the Corporation is authorized to issue is 100 at (\$1.00)one dollar per share.

ARTICLE FIVE

The initial street and mailing address of the Corporation is 9715 San Jose Blvd., Jacksonville, Florida 32257.

ARTICLE SIX

The street address of the initial registered office of the Corporation is 162 San Marco Avenue, Suite 4, St. Augustine, Florida, 32084, and the name of the initial registered agent at such address is J. Stephen Alexander, Esquire.

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of the Corporation two (2).

The names any addresses of the persons who are to serve as the number of the initial Board of Directors are:

Clinton R. Severt, 9715 San Jose Blvd., Jacksonville, Florida 32257.

Vivian L. Lightsey, 870 State Road 16, St. Augustine, FL 32095.

They shall serve and hold office as the initial Board of Directors until the next annual meeting of the Board of Directors, or until their successors are elected and qualified.

ARTICLE EIGHT

The name and address of the incorporator is as follows: Clinton R. Severt, 9715 San Jose Blvd., Jacksonville, Florida 32257.

ARTICLE NINE

The initial officers of the Corporation shall be:

Clinton R. Severt, President
9715 San Jose Blvd.,
Jacksonville, Florida 32257

Vivian L. Lightsey, Secretary/ Treasurer
870 State Road 16
St. Augustine, Florida 32084

Executed by the undersigned at St. Augustine, Florida, this 6th day of October 1997.

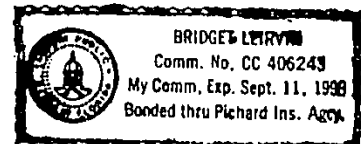
Clinton R. Severt
Vivian L. Lightsey

STATE OF FLORIDA
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned authority, on this date personally appeared Vivian L. Lightsey, who being first duly sworn, deposes and says that they are the incorporator in the foregoing articles; that they have read the same, noted contents thereof, and at the same is true and correct to the best of their knowledge and belief.

SWORN TO AND SUBSCRIBED before made this 6th day of October, 1997 Vivian L. Lightsey is personally known to me or has produced Florida Drivers License as identification.

Bridge L. Leirvin
Notary Public
State of Florida
My commission expires: Sept 11, 98

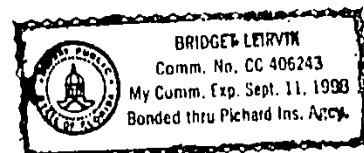


STATE OF FLORIDA
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned authority, on this date personally appeared Clinton R. Severt, who being first duly sworn, deposed and says that they are the incorporator in the foregoing articles; that they have read the same, noted contents thereof, and at the same is true and correct to the best of their knowledge and belief.

SWORN TO AND SUBSCRIBED before me this 6th day of October, 1997 Clinton R. Severt, is personally known to me or has produced Florida Drivers License as identification.

Bridge L. Leirvin
Notary Public
State of Florida
My commission expires: Sept 11, 98



CLERK
CLERK OF COURT
JULY 17 1997

97 OCT 17 AM 8:54

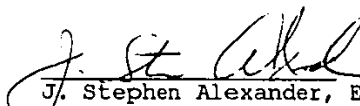
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuit of chapter 48.091, Florida statutes, the following is submitted, in compliance with said act:

First, that Clinton R. Severt, desiring to organize under law of the State of Florida, with its principal office, is indicated the Articles Incorporation St. Johns, State of Florida, and has named J. Stephen Alexander, Esq., located at 162 San Marco Ave., Suite 4, St. Augustine, Florida 32084, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation and place designated in this certificate, I hereby except to act in this capacity, in agree to comply with a provision of the said act relative to keeping open said office.


J. Stephen Alexander, Esquire
Florida Bar Number 279242
162 San Marco Avenue, Suite 4
St. Augustine, Florida 32084
904-824-9788 FAX 904-824-6902