

P97000103381

WALLY G. KASSIS

P.O. BOX 3366
Palm Beach, FL 33480
(561) 736-0330

November 24, 1997

Florida Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, FL 32314

RE: E-Z Pick Food and Beverage, Inc.

500002364495--3
-12/05/97--01091--017
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation with reference to the above-captioned matter.

Also enclosed please find my check in the amount of Seventy dollar (\$ 70.00) witch covers the following:

Charter filing : \$35.00

Registered Agent fee : \$35.00

Kindly file same and return the copy to me marked "filed" to the above address. Enclosed please find a SASE for your convenience. If I can be of further assistance to you regarding this matter please do not hesitate to call me .

Thank you in advance for your cooperation in this matter.

Very truly yours,



Wally G. Kassis

Enclosures:

FILED
97 DEC -5 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BB
12/4/97

**ARTICLES OF INCORPORATION
OF
E-Z Pick Food and Beverage, Inc.**

FILED
97 DEC -5 AM 10:59
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the FLORIDA GENERAL CORPORATION Act, hereby adopt the following Articles of Incorporation:

ARTICLE I : Name.

The name of this corporation is **E-Z Pick Food and Beverage, Inc.**

ARTICLE II: Duration.

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III: Purpose.

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV: Capital Stock.

The aggregate number of shares which corporation shall have to issue is 100, all of which shall be common shares with par value of \$1.00.

ARTICLE V: Preemptive Rights Granted.

Each shareholder of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI: Initial Registered Office and Agent.

The street address of the initial registered office of this corporation is:

1267 S. Military Tr.
West Palm Beach, FL 33415

The name of the initial registered agent of this corporation at that address is:

Wally Kassis

ARTICLE VII: Initial Board of Directors.

This corporation shall have one director constituting the initial board of directors. The number of directors may be either increased or decreased from time to time by the BY-LAWS. The name of the initial board of directors of this corporation are:

Wally Kassis
President/ Secretary

ARTICLE VIII: Incorporators.

The name and street address of the person signing these Articles is:

Wally Kassis
1267 S. Military Tr.
West Palm Beach, FL 33415

ARTICLE IX: Indemnification.

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

ARTICLE X: Amendment:

This corporation reserves the right to amend or repeal any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI: BY-LAWS.

The power to adopt, alter, amend or repeal BY-LAWS shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of November 1997

Signature of Incorporator: Wally Kassis
Wally Kassis

STATE OF FLORIDA
COUNTY OF PALM BEACH.

The foregoing instrument was acknowledged before me this 24th day of November 1997 by Wally Kassis on behalf of the corporation. He is personally known to me, and did take an oath.

NOTARY PUBLIC

Signature: Linda L Fennell



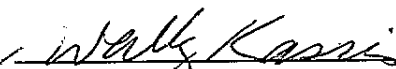
Linda L Fennell
My Commission CC594204
Expires January 3 2001

**STATE OF FLORIDA
DEPARTMENT OF STATE**

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon process may be served.

In compliance with section 48.091, Florida Statutes, the following is submitted:

FIRST: E-Z Pick Food and Beverage, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at : 1267 S. Military Tr. West Palm Beach, Florida 33415; has Wally Kassis as registered agent, located at 1267 S. Military Tr. , West Palm Beach, Florida 33415 as its agent to accept service of process within Florida.



Wally Kassis
Incorporator

Dated:11/24/1997

ACCEPTANCE

The undersigned having been named to accept service of process for the above stated corporation at the place designated in the certificate, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relatives to the proper performance of my duties.



Wally Kassis
Registered Agent.

Dated: 11/24/1997

FILED
97 DEC -5 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA