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THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 642527 80558A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 19, 1997

ORDER TIME : 8:59 AM

ORDER NO. : 642527-010

CUSTOMER NO: 80558A

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****122.50 ****122.50

CUSTOMER: William R. Smith, Esq.
WILLIAM R. SMITH, P.A.

Suite 300
8191 College Parkway
Fort Myers, FL 33919

DOMESTIC FILING

NAME: INDUSTRIAL FOOD ENTERPRISES CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

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242-242
AS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 19, 1997

CSC NETWORKS
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TALLAHASSEE, FL 32301-2607

SUBJECT: INDUSTRIAL FOOD ENTERPRISES CORP.
Ref. Number: W97000028318

We have received your document for INDUSTRIAL FOOD ENTERPRISES CORP.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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97 DEC 19 AM 8:09

ARTICLES OF INCORPORATION
OF
INDUSTRIAL FOOD ENTERPRISES CORP.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME.

The name of this Corporation shall be Industrial Food Enterprises Corp.

ARTICLE II. COMMENCEMENT & DURATION.

The existence of the Corporation will commence upon filing as provided by the laws of the State of Florida, and will continue thereafter perpetually.

ARTICLE III. PRINCIPAL OFFICE.

The principal place of business of this Corporation and its mailing address shall be 16601 Bear Cub Court, Fort Myers, Florida 33908.

ARTICLE IV. NATURE OF BUSINESS.

This Corporation is being formed to deal in all respects with any and all lawful business which corporations formed under the Florida Business Corporation Act may transact.

ARTICLE V. CAPITAL STOCK.

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is Seventy Five Hundred (7500) shares of common stock of the same class, each having a par value of one (\$1.00) dollar. The Shareholders of this Corporation shall have no preemptive rights.

ARTICLE VI. REGISTERED AGENT & ADDRESS.

The name and mailing address of the initial registered agent is as follows:

WILLIAM R. SMITH
8191 College Parkway, Suite 300
Fort Myers, Florida 33919

and, the street address of the Corporation's initial registered office is

8191 College Parkway, Suite 300
Fort Myers, Florida 33919

ARTICLE VII. INCORPORATOR.

This Corporation has one incorporator whose name and address is as follows:

WILLIAM R. SMITH
8191 College Parkway, Suite 300
Fort Myers, Florida 33919

ARTICLE VIII. DIRECTORS.

The number of members of the Board of Directors of this Corporation will be determined from time to time by the Shareholders, but shall never be less than one (1). It will, initially, have two (2) Directors, whose names and street addresses are as follows:

A. William O'Flaherty
16601 Bear Cub Court
Fort Myers, Florida 33908

K. Michael O'Flaherty
11 The Greenery
Oakville, Ontario, CANADA L6H 6J6

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DIVISION OF CORPORATIONS
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THE UNDERSIGNED has executed these Articles of Incorporation this 15 day of December, 1997. Having been named Registered Agent, I hereby accept and am familiar with the obligations of being registered agent of this Corporation, and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.


WILLIAM R. SMITH,
Incorporator and Registered Agent