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February 4, 1998

**TRANSMITTED VIA FEDERAL EXPRESS**

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

FILED  
98 FEB -5 M 10:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Home Run Food Services, Inc.

300002422273--6  
-02/05/98-01051-003  
\*\*\*\*131.25 \*\*\*\*131.25

To Whom It May Concern:

Enclosed is an original and one (1) copy of the Articles of Incorporation and one (1) copy of the By-Laws, along with our firm check in the amount of \$131.25 for filing fees, certified copy and Certificate of Good Standing.

Please return the Certificate of Incorporation and Certificate of Good Standing to me in the enclosed, self-addressed Federal Express envelope which I have provided for your convenience.

Should you require any further information, please do not hesitate to contact me at (817) 334-7233.

Very truly yours,

*Nikki H. Fanous*

Nikki H. Fanous

NHF/liz  
Enclosure

cc: Susan A. Halsey (w/o encl.)  
John F. McMichael (w/encl.)

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WS

## ARTICLES OF INCORPORATION

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 the corporation shall be: Home Run Food Services, Inc.

### ARTICLE II PRINCIPAL OFFICE

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

2300 El Jobean Road  
Port Charlotte, Florida 33948

### ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock of \$1.00 par value per share. The Board of Directors may from time to time distribute to shareholders its assets, in cash or in property, as permitted by applicable law.

### ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Charlotte Rangers, Inc.  
2300 EL JOBEAN RD  
PORT CHARLOTTE, FL 33948

### ARTICLE V INCORPORATOR

The powers of the incorporator will terminate upon the filing of these Articles of Incorporation. The name and street address of the incorporator to these Articles of Incorporation is:

Nikki H. Fanous, Esq.  
Jackson Walker, L.L.P.  
777 Main Street  
Suite 1800  
Fort Worth, Texas 76102

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## ARTICLE VI BUSINESS PURPOSE

The Corporation is organized for the purpose of engaging in any and all lawful businesses not specifically prohibited to corporations for profit under the laws of the State of Florida, and the corporation shall have all powers necessary to conduct any such businesses and all other powers enumerated in the Florida Business Corporation Act or under any act amendatory thereof, supplemental thereto substituted therefor.

## ARTICLE VII DIRECTOR LIABILITY

No director of the Corporation shall have liability to the Corporation or to its shareholders for monetary damages for any action taken, or any failure to take any action, as a director, except that this Article VII shall not eliminate or limit the liability of a director: (i) for any appropriation, in violation of his duties, of any business opportunity of the Corporation; (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in Section 607.0831 of the Florida Business Corporation Act; or (iv) for any transaction from which the director received an improper personal benefit. Neither the amendment nor repeal of the Article VII, nor the adoption of any provision of the Articles of Incorporation of the Corporation inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII in respect of any act or failure to act, or any cause of action, suit or claim that, but for this Article VII, would accrue or arise prior to any amendment, repeal or adoption of such an inconsistent provision. If the Florida Business Corporation Act is subsequently amended to provide for further limitations on the personal liability of directors of corporations for breach of duty of care or other duty as a director, then the personal liability of the directors of the Corporation shall be so further limited to the greatest extent permitted by the Florida Business Corporation Act.

## ARTICLE VIII SHAREHOLDERS MEETINGS

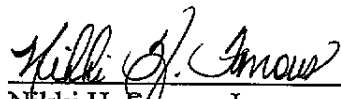
Any action required or permitted to be taken at a shareholders' meeting may be taken without a meeting if the action is taken by all of the shareholders entitled to vote on the action, or by persons who would be entitled to vote at a meeting those shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take such actions at a meeting at which all shares entitled to vote were present and voted. The action must be evidenced by one or more written consents describing the action taken, signed by shareholders entitled to take action without a meeting and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. All voting shareholders of record who did not participate in taking the action shall be given written notice of the action not more than ten (10) days after the taking of action without a meeting. An action by less than unanimous consent may not be taken with respect to any election of directors as to which shareholders would be entitled to cumulative voting.

ARTICLE IX BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member who shall be as follows:

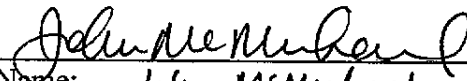
John F. McMichael

The undersigned incorporator has executed these Articles of Incorporation this 4th day of February, 1998.

  
Nikki H. Fenous, Incorporator

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.

CHARLOTTE RANGERS, INC.

By:   
Name: John McMichael  
Title: President

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