

P98000024183

SLOTT & BARKER
ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ARNOLD H. SLOTT, P.A.
EARL M. BARKER, JR., P.A.
BOARD CERTIFIED
CIVIL TRIAL ATTORNEY
MARLA K. BUCHANAN

334 EAST DUVAL STREET
JACKSONVILLE, FLORIDA 32202-2718
(904) 353-0033
TELECOPIER (904) 355-4148

March 11, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32313

Re: Michele's Foodservice, Inc.

Ladies and Gentlemen:

I enclose the following:

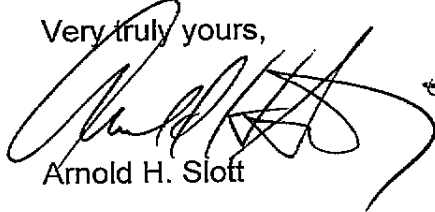
1. Original and one copy of Articles of Incorporation of Michele's Foodservice, Inc.;
2. Certificate naming Registered Agent, etc.;
3. Our firm check payable to the Secretary of State in the Amount of \$122.50 to cover the following:

| | |
|------------------|-----------------|
| Filing fee- | \$ 35.00 |
| Certified Copy- | \$ 52.50 |
| Registered Agent | |
| Designation- | <u>\$ 35.00</u> |
| TOTAL | \$122.50 |

Please return the certified copy of the Articles of Incorporation to our office.

Thank you for your assistance.

Very truly yours,


Arnold H. Slott

EFFECTIVE DATE
3-11-98

AHS:cah

cc: Mr. Max Block
w/enclosures

100002457331--2
-03/13/98--01121--002
****122.50 ****122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 13 AM 8:37

3-16-98
WS

**ARTICLES OF INCORPORATION
OF
MICHELE'S FOODSERVICE, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 13 AM 8:37

STATE OF FLORIDA)
 :ss
COUNTY OF DUVAL)

The undersigned incorporator, being of full age, for the purpose of forming a corporation, pursuant to and in conformity with the laws of the State of Florida, does hereby make, sign, acknowledge, certify and set forth these Articles of Incorporation, as follows to-wit:

ARTICLE I.

The name of this corporation is MICHELE' FOODSERVICE, INC., hereinafter called the Corporation. The address of the Corporation's principal place of business is 2950 Hartley Road West, Jacksonville, Florida 32257.

ARTICLE II.

The term for which this corporation shall exist shall be perpetual. This corporation shall be effective as of March 11, 1998.

ARTICLE III.

The general purpose or purposes for which this Corporation is organized is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

EFFECTIVE DATE
3-11-98

The aggregate number of shares of capital stock which this Corporation is authorized to issue is ten thousand (10,000) shares, all of which shall be at \$1.00 par value.

ARTICLE V.

The initial street address of the registered office of this Corporation in the State of Florida is 334 East Duval Street, Jacksonville, Florida 32202, and the name of its initial registered agent at such address is Arnold H. Slott.

ARTICLE VI.

The names and street addresses of the members of the First Board of Directors of this Corporation, who, subject to the provisions of these Articles of Incorporation, the By-Laws of the Corporation and the laws of the State of Florida, shall hold office until the first annual meeting of shareholders and their successor shall have been elected and qualified, or until their earlier resignation, removal from office, or death, are:

| <u>Name</u> | <u>Street Address and City</u> |
|------------------|---|
| Michele E. Block | 2960 Hartley Road West Jacksonville, Florida 32257 |
| Beverly R. Block | 2960 Hartley Road West Jacksonville, Florida 32257 |
| Max Block | 2960 Hartley Road West Jacksonville, Florida 32257 |

ARTICLE VII.

The name and street address of said incorporator and the person signing these Articles of Incorporation as the subscriber hereof is:

| <u>Name</u> | <u>Street Address and City</u> |
|-----------------|--|
| Arnold H. Slott | 334 East Duval Street Jacksonville, Florida 32202 |

Upon the filing of these Articles of Incorporation with the Department of State of the State of Florida, all rights of said incorporator shall be deemed to have been assigned unto the above named directors, and any powers existing in, or liability of, said incorporator shall terminate and said incorporator shall have no further interest in said Corporation.

ARTICLE VIII.

The following provisions are in furtherance and not in limitation of the powers granted to this Corporation under the laws of the State of Florida:

1. Without action by the stockholders, any or all of the shares of stock of this Corporation may be issued by the Corporation from time to time for such consideration, as may be fixed from time to time for such consideration, as may be fixed from time to time by the Board of Directors (hereinafter called the Board) of the corporation, and any and all such shares to be issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock and not liable to any further call or assessment thereon, and the holder of such shares shall not be liable for any further payment thereof.

2. No holder of shares of common stock shall be entitled as such as a matter of right to subscribe for or purchase any part of any new or additional issue of stock, or securities convertible into stock, of any class whatsoever, whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends, or otherwise.

3. All or any part of the capital stock of this Corporation may be payable or issued for the purchase of property, good will, labor or services at a just valuation thereof

to be fixed by the Board of this Corporation at its first meeting or at a meeting called for that purpose.

4. The Board is expressly authorized:

(a) to make, alter and amend the By-Laws of the Corporation; to fix the amount to be reserved as working capital over and above its capital stock paid in; to authorize and cause to be executed mortgages and loans upon the real and personal property of the Corporation; and

(b) if the By-Laws so provide, and the Board consists of more than two (2) directors, to designate two (2) or more of its number to constitute an Executive Committee, which Committee shall for the time being as provided in said resolution or in the By-Laws of this Corporation, have and exercise any and all of the powers of the Board in the management of the business and affairs of this Corporation, and have power to authorize the seal of the Corporation to be affixed to all papers which may require it.

5. The Corporation may, in its By-Laws, confer powers upon the Board in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statute.

6. Both stockholders and the Board shall have power, if the By-Laws so provide, to hold their meetings and to have one or more offices within or without the State of Florida, and to keep the books of this Corporation (subject to the provisions of the statute) outside the State of Florida at such places as may be from time to time designated by the Board.

7. Election of directors need not be by ballot unless the By-Laws so provide.

8. Any director may be removed at any time, with or without cause, upon the affirmative vote or by the written consent of the holders of a majority of the stock of this Corporation at that time having voting power for the election of directors; provided, however, that no director who shall have been elected by the holders of a separate class of stock shall be removed under the provisions of this subdivision except upon the affirmative vote of the holders of a majority of the class whose holders elected him, if such holders are then entitled to vote for the election of directors.

9. The Board shall have power to repeal the By-Laws of the Corporation. In addition to the powers and authorities herein and by statute expressly conferred upon it, the Board may exercise all such power and do all such acts and things as may be exercised or done by this Corporation, subject, nevertheless, to the provisions of the laws of the State of Florida, of these Articles of Incorporation, and of the By-Laws of this Corporation.

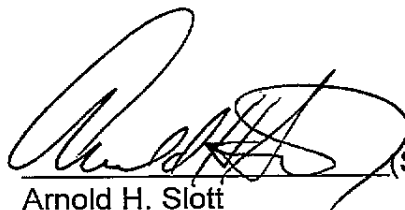
10. In the absence of fraud, no contract or other transaction between this Corporation and any other corporation or any individual or firm shall be in any way invalidated or otherwise affected by the fact that any one or more of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director of this Corporation, individually, or any firm or association of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he, individually, or as a member of such firm or association is so interested shall be disclosed or shall have been known to the Board a majority of the members thereof and

any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board or of any committee of this Corporation which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such director or office of such other corporation or not so interested.

Any director of this Corporation may vote upon any contract or other transaction between this Corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner shown now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business, both within and without the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and, accordingly, has hereunto set his hand and seal this 11th day of March, 1998.

 (SEAL)
Arnold H. Slott

STATE OF FLORIDA)
) ss
COUNTY OF DUVAL)

I HEREBY CERTIFY that, on the 11th day of March, 1998, personally appeared before me, the undersigned authority, ARNOLD H. SLOTT, the subscriber to the foregoing Articles of Incorporation and the incorporator therein named, known to me personally to be such, and acknowledged the said Articles of Incorporation to be his act and deed, and, being first duly sworn, says that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office, the day and year last aforesaid.

Notary Public, State of FL at Large
Stamp:

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

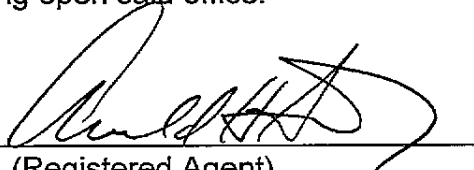
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: MICHELE'S FOODSERVICE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named ARNOLD H. SLOTT, located at 334 East Duval Street, City of Jacksonville, County of Duval, State of Florida, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY REGISTERED AGENT)

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

BY



(Registered Agent)
ARNOLD H. SLOTT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 13 AM 8:37