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TRANSMITTAL LETTER

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

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-03/18/98--01026--005  
\*\*\*\*131.50 \*\*\*\*131.50

SUBJECT: S & J FOODS, INC.  
(Proposed corporate name must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00      ☐ \$78.75      ☐ \$122.50      ☒ \$131.25

FROM: Louis T. Lino  
Name (printed or typed)

3601 SE Ocean Blvd., Suite 202  
Address

Stuart, FL 34996-6737  
City, State & Zip

(561) 223-1008 or (561) 283-2411  
Daytime Telephone Number

FILED  
98 MAR 18 AM 10:16  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

F. CHESSEN MAR 21 1998

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION  
OF  
S & J FOODS, INC.**

I, the undersigned, do hereby execute these Articles of Incorporation for the purpose of forming and becoming a corporation for profit under the Florida General Corporation Act, and do hereby certify that I have become such a corporation under and pursuant to the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of this corporation is:

**S & J FOODS, INC.**

The address of the corporation is:

**3601 SE Ocean Blvd., Suite 202  
Stuart, FL 34996-6737**

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98 MAR 18 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

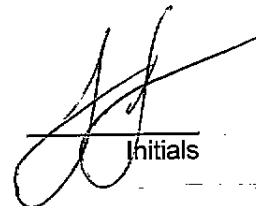
**ARTICLE II - PURPOSE AND DURATION**

This corporation is organized for the general purpose of food purveyor, wholesale/retail and all other lawful activity or business permitted under the laws of the State of Florida and of the United States of America.

The corporation shall have perpetual existence.

**ARTICLE III - CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of capital stock with a par value of \$1.00 per share. These shall be designated "Common Shares". The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

  
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## **ARTICLE IV - LIMITATIONS AND RELATIVE RIGHTS OF SHARE OF CAPITAL STOCK**

### **Section 1. Dividends.**

Upon the payment or setting apart for payment of dividends, current and accumulated, at the specified percentage rate per share per annum upon the outstanding Preferred Shares, if any, the directors may declare and pay dividends upon the Common Shares.

### **Section 2. Rights Upon Liquidation or Dissolution**

Upon payment to the holders of Preferred Shares of the amount payable to them, if any, the remaining assets of this corporation shall be payable to and distributed ratably among holders of record of the Common Shares.

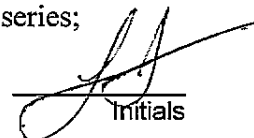
### **Section 3. Voting Rights.**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

## **ARTICLE V - DESIGNATION OF SERIES**

Preferred Shares may be issued from time to time in series if the stockholders have not elected to be taxed as a Small Business Corporation. All Preferred Shares shall be of equal rank and identical, except in respect to the particulars that may be fixed by the Board of Directors herein. The Board of Directors is authorized and required to fix, in the manner and to the full extent provided and permitted by law, all provisions of the shares of each series set forth below:

1. The distinctive designation of all series and the number of shares which shall constitute such series;
2. The annual rate of dividends payable on the shares of all series and the time and manner of payment;
3. The redemption price or prices, if any, for the shares of each, any or all series;

  
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4. The obligation, if any, of the corporation to maintain a sinking fund for the periodic redemption of shares of any series and to apply the sinking fund to the redemption of such series;
5. The rights, if any, of the holders of shares of terms and conditions of such conversion.

#### **ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

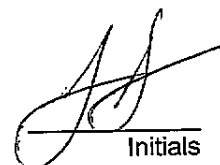
The street address of the initial registered agent of this corporation is 3601 SE Ocean Blvd., Suite 202, Stuart, Florida 34996-6737, and the name of the initial registered agent of this corporation is Louis T. Lino.

#### **ARTICLE VIII - INITIAL OFFICERS**

This corporation shall have two (2) officer initially. The number and duties of officers may be either increased or diminished from time to time by the bylaws but shall never be less than a president or executive officer and a secretary. The name and address of the initial officers of this corporation are:

President/Secretary/Director	Louis T. Lino 361 SE Ocean Blvd., Ste. 202 Stuart, FL 34996-6737
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Vice President/Treasurer/Director	Sandra Fisher 361 SE Ocean Blvd., Ste. 202 Stuart, FL 34996-6737
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## **ARTICLE IX - INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased by the vote of the holders of forty (40%) percent of the common shares at a duly called meeting, or diminished by the vote of the holders of sixty-seven (67%) percent of the common shares but shall never be less than one (1). The name and address of the person who shall serve as director until a successor has been elected and qualified, is as follows:

Louis T. Lino	361 SE Ocean Blvd., Ste. 202 Stuart, FL 34996-6737
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Sandra Fisher	361 SE Ocean Blvd., Ste. 202 Stuart, FL 34996-6737
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## **ARTICLE X - INCORPORATOR**

The name and address of the initial incorporator who is signing these Articles is:

Louise T. Lino  
3601 SE Ocean Blvd., Ste. 202  
Stuart, Florida 34996-6737

## **ARTICLE XI - BY-LAWS**

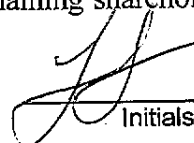
The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors or the shareholders.

## **ARTICLE XII - RESTRICTIONS OF TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount so opposite their names:

Louise T. Lino	500shares
Sandra Fisher	500 shares

Shares held by the initial shareholders listed above may not be re-sold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or

  
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to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

### **ARTICLE XIII - CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by the holders of fifty-one (51%) percent or more of the common shares.

### **ARTICLE XIV - SHAREHOLDERS QUORUM AND VOTING**

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

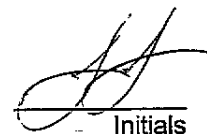
The affirmative vote of fifty-one (51%) percent of the shares shall be the act of the shareholders.

### **ARTICLE XV - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO EXTRAORDINARY CORPORATE ACTIONS**

The affirmative vote of seventy-five (75%) percent of the shares of this corporation entitled to vote thereon shall be required for the authorization of mergers, consolidations, sales of assets and amendments.

### **ARTICLE XVI - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of seventy-five (75%) percent of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

  
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## **ARTICLE XVII - SHAREHOLDERS MEETING REQUIRED**

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law, unless waived in writing by all shareholders.

## **ARTICLE XVIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

## **ARTICLE XIX - DIRECTORS COMPENSATION**

The shareholders of this corporation shall have exclusive authority to fix the compensation of directors of this corporation

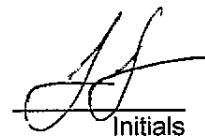
## **ARTICLE XX - REMOVAL OF DIRECTORS**

The shareholders of this corporation shall be entitled to remove any director from office during his term, without cause.

## **ARTICLE XXI - DIRECTOR QUORUM AND VOTING**

Fifty-one (51%) percent of the directors shall constitute a quorum for a meeting of directors.

The affirmative vote of fifty-one (51%) percent of the directors, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of fifty-one (51%) percent of the remaining directors, shall be the act of the Board of Directors.

  
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## **ARTICLE XXII - MEETING BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law.

## **ARTICLE XXIII - DIVIDENDS**

Dividends may be paid to shareholders.

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

## **ARTICLE XXIV - REDUCTION IN STATE CAPITAL**

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

## **ARTICLE XXV - INDEMNIFICATION**

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

## **ARTICLE XXVI - AMENDMENT**

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

  
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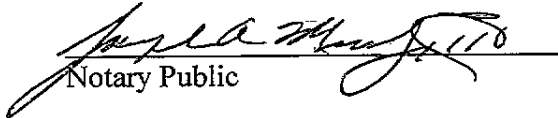
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26 day of February, 1998.

  
\_\_\_\_\_  
LOUIS T. LINO

STATE OF FLORIDA  
COUNTY OF MARTIN

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, appeared LOUIS T. LINO, who has produced \_\_\_\_\_ as identification of who is personally known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the State and County aforesaid, this 26 day of February, 1998.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:




JOSEPH A MURPHY III  
My Commission CC394224  
Expires Jul. 20, 1998  
Bonded by HAI  
800-422-1555


**ACCEPTANCE OF APPOINTMENT**  
**AS REGISTERED AGENT AND OFFICE**

Having been named to accept service of process for **S & J FOODS, INC.**, I hereby declare my acceptance of the appointment as registered agent and registered office of this corporation. I agree to so serve and to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: 2/26/98

  
\_\_\_\_\_  
LOUIS T. LINO

FILED  
98 MAR 18 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
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