

P98000032558



ACCOUNT NO. : 072100000032

REFERENCE : 772823 7149539

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 70.00

ORDER DATE : April 7, 1998

ORDER TIME : 11:59 PM

ORDER NO. : 772823-005

CUSTOMER NO: 7149539

CUSTOMER: Mr. Phillip Coy
MR. PHILLIP COY

115 Powell Boulevard, #14-108

Daytona Beach, FL 32114

200002483272--5

DOMESTIC FILING

NAME: THE FOOD EXCHANGE (FLORIDA)
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -8 AM 8:41

FILED
98 APR -8 PM 4:11
DIVISION OF CORPORATIONS
4/9/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -8 AM 8:41

ARTICLES OF INCORPORATION

OF

THE FOOD EXCHANGE (FLORIDA) INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

THE FOOD EXCHANGE (FLORIDA) INC.

The address of the principal office of this corporation shall be 115 Powell Boulevard, #14-108, Daytona Beach, Florida 32114, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Phillip Coy

115 Powell Boulevard, #14-108,
Daytona Beach, Florida 32114

Shawn Doherty

133 Powell Boulevard, #16-101,
Daytona Beach, Florida 32114

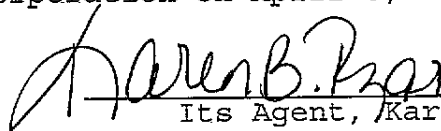
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

Corporate Agents Inc.
1201 Hays Street
Tallahassee, Florida 32301

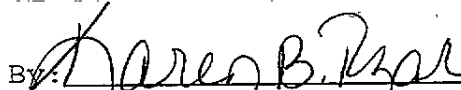
The undersigned incorporator has executed these
Articles of Incorporation on April 8, 1998.



Its Agent, Karen B. Rozar
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

By: 

Its Agent, Karen B. Rozar
Authorized Service Representative
Corporation Service Company

TFR/STACY L EARNST