

P98000068612

Ebony Food Distributors, Inc.
Requestor's Name

400 N. Andrews Ave.
Address

Ft. Lauderdale, FL 33301
City/State/Zip Phone #

200002606042--4
-08/03/98--01109--014
*****70.00 *****70.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
EBONY FOOD DISTRIBUTORS, INC.

ARTICLE I - NAME

The name of this corporation is:

EBONY FOOD DISTRIBUTORS, INC.

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ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this corporation shall be any and all activities permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 share(s) of common stock with a par value of \$1.00 per share.

ARTICLE V - 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 VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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 office of this corporation is 400 North Andrews Ave., Ft. Lauderdale, Florida 33301, and the name of the initial registered agent of this corporation, at that address is Gregory Freelove.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of director(s) may be either increased or diminished from time to time by the bylaws. The name and address of the initial directors of this corporation are:

NAME	ADDRESS
Gregory Freelove	4026 Inverarry Blvd. Apt. 1516 Lauderhill, Fla. 33313
Herbert W. Abramson	400 North Andrews Ave. Suite 100 Ft. Lauderdale, Fla. 33301
Jason Moore	223 Citrus Trail Boynton Beach, Fl. 33436

ARTICLE IX - INCORPORATOR

The name and address of the person(s) signing these articles is:

NAME

ADDRESS

Gregory Freelove

400 North Andrews Ave.
Ft. Lauderdale, Fla. 33301

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

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

ARTICLE XII - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than \$1000.00.

ARTICLE XIII-MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and

affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XIV - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XV - DIRECTORS, RESIDENCY AND COMPENSATION

Directors of this corporation are not required to be residents of the State of Florida. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XVI - REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any director from office during his term.

ARTICLE XVII - LIMITATION ON POWERS OF COMMITTEES

In addition to other limitation, imposed by law, no committee of directors of this corporation shall have or exercise the power of the Board of Directors to authorize any merger or dissolution.

ARTICLE XVIII - DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors. If a quorum

is present, the affirmative vote of the majority of the directors present, or, if a director or directors have abstained from voting, shall be the act of the Board of Directors.

ARTICLE XIX - MEETINGS BY CONFERENCE TELEPHONE

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

ARTICLE XX - REDUCTION IN STATED 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 XXI - INDEMNIFICATION

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

ARTICLE XXII - 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.

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

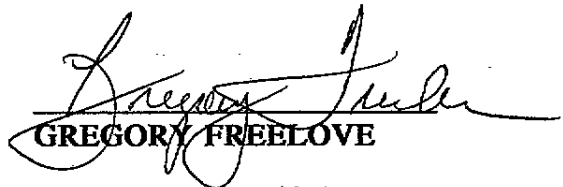
EBONY FOOD DISTRIBUTORS, INC. a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 400 North Andrews Ave., Ft. Lauderdale, Florida, 33301, has named Gregory Freelove as its agent to accept service of process within this State.

OFFICERS AND DIRECTORS:

<u>NAME:</u>	<u>TITLE:</u>	<u>ADDRESS</u>
Gregory Freelove	President/ Treasurer	4026 Inverarry Blvd Apt. 1516 Lauderhill, Fla. 33313
Herbert W. Abramson	Vice-President/ Secretary	400 North Andrews Ave. Suite 100 Ft. Lauderdale, Fla. 33301
Jason Moore	Vice-President - Marketing	223 Citrus Trail Boynton Beach, Fl. 33436

ACCEPTANCE:

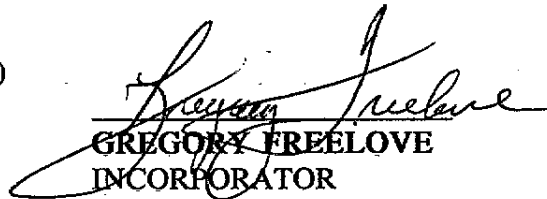
I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.


GREGORY FREELOVE

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TALLAHASSEE, FLORIDA


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 30 day of July, 1998.

STATE OF FLORIDA)
COUNTY OF: BROWARD)


GREGORY FREELOVE
INCORPORATOR

BEFORE ME, a Notary Public, authorized to take acknowledgments in the state and county set forth above, personally appeared GREGORY FREELOVE, known to me or produced Fla Division's license FC41-242-61-424-0, as identification and known by me to be the person(s) who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 30 day of July, 1998.


NOTARY PUBLIC, STATE OF FLORIDA
MARIE R. Taylor
(print or type name of notary)

MY COMMISSION EXPIRES:



Marie R Taylor
My Commission CC616516
Expires January 27, 2001

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TALLAHASSEE, FLORIDA