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Carregal Accounting Service

6115 North Armenia Avenue Tampa, Florida 33604
(813)877-6371 FAX(813)877-2895 carregal@acm.org

10 August 1998

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

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****122.50 ****122.50

TO WHOM IT MAY CONCERN:

ENCLOSED PLEASE FIND THE ARTICLES OF INCORPORATION FOR Midtown Foods, Inc. AS WELL AS A CHECK FOR 122.50 COVERING THE VARIOUS FEES. ____

PLEASE RETURN THE CERTIFIED COPY OF THE ARTICLES TO MY ATTENTION AT 6115 N. ARMENIA AVENUE, SUITE B, TAMPA, FLORIDA 33604. ____

SHOULD YOU HAVE ANY QUESTIONS REGARDING THIS MATTER, PLEASE FEEL FREE TO CALL (813)877-6371

THANK YOU,

ALAN CARREGAL

08/10/98 10:52 AM
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APPROVED
AND
FILED
98 AUG 12 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK AUG 14 1998

ARTICLES OF INCORPORATION
OF
Midtown Foods, Inc.

The undersigned subscribers, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be: Midtown Foods, Inc.
The principal place of business of this corporation shall be
7606 N. Nebraska Avenue. Tampa, FL 33603

ARTICLE II: TERM OF EXISTENCE

The duration of this corporation is perpetual.

ARTICLE III: NATURE OF BUSINESS

This corporation is organized for the purpose of operating a business, and transacting of any and all lawful business for which corporations may be incorporated under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV: CAPITAL STOCK

The corporation may issue FIVE HUNDRED (500) shares of voting common stocks of par value one dollar (\$1.00) each share with preemptive rights preserved.

ARTICLE V: ADDRESS & REGISTERED AGENT

The name and address of the initial registered agent and office of the corporation is: Nael H. Sarsour 7606 N. Nebraska Avenue.
Tampa, FL 33603

ARTICLE VI: DIRECTORS

The corporation shall have no directors.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLE VII: OFFICERS AND INCORPORATORS

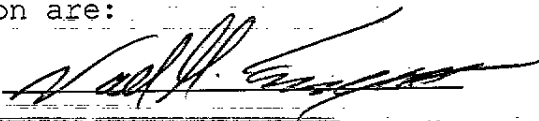
The names and addresses of the officers and incorporators of this corporation are:

Nael H. Sarsour Pres, Sec'y
7606 N. Nebraska Avenue.
Tampa FL 33603

There shall be one initial officer of the corporation. The number of the officers should be established by the bylaws and could be changed from time to time, but always should be at least one officer, the President.

The incorporators of this corporation are:

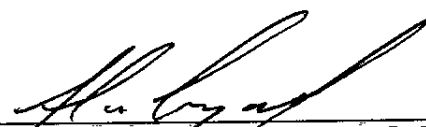
Nael H. Sarsour Pres, Sec'y
7606 N. Nebraska Avenue.
Tampa, FL 33603



State of Florida
County of Hillsborough

BEFORE ME, a Notary Public duly authorized in the state of Florida and county of Hillsborough, personally appeared the above mentioned subscriber(s) to me known to be the person(s) described as the subscriber(s) in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same and subscribed to these Articles of Incorporation.

WITNESS MY HAND and official seal in the County and State named above this 06 August 1998


Notary Public, State of FL at Large

My commission expires: _____



"OFFICIAL SEAL"
ALAN CARREGAL

My Commission Expires 4/10/99
Commission #CC440619

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the Corporation is: Midtown Foods, Inc.
2. The name and address of the registered agent and office is:

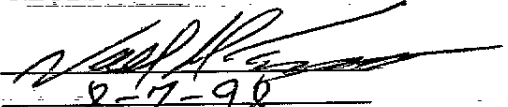
Nael H. Sarsour 7606 N. Nebraska Avenue. Tampa, FL 33603

Signature: 

Title: Pres, Sec'y

Date: 8-7-98

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.

Signature: 

Date: 8-7-98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED