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ATTORNEYS AT LAW

TED R. TAMARGO

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August 17, 1998

Via Federal Express

Department of State  
The George Firestone Building  
409 East Gaines Street  
Tallahassee, Florida 32399

100002618671--7  
-08/18/98--01034--022  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Cervice Food Group, Inc.  
--Our File No. 98-0719

Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation of Cervice Food Group, Inc. Also enclosed is a check made payable to the Department of State in the amount of \$122.50 to cover the filing fee. Please return a certified copy of the Articles of Incorporation to me at the address shown above.

If you have any questions regarding this matter, please contact me.

Sincerely,



Ted R. Tamargo

TRT/cm  
Enclosures

cc: Mr. John A. Cervi (without enclosure)  
Gregory L. Henderson, M.D. (without enclosure)

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DIVISION OF CORPORATIONS  
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## **ARTICLES OF INCORPORATION**

**OF**

**CERVICE FOOD GROUP, INC.**

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of incorporation under the laws of the State of Florida.

### **ARTICLE I NAME**

The name of this corporation is CERVICE FOOD GROUP, INC.

### **ARTICLE II TERMS OF EXISTENCE**

This corporation shall commence as of the date these Articles of Incorporation are filed with the Department of State and shall exist perpetually thereafter until dissolved according to law.

### **ARTICLE III NATURE OF BUSINESS**

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

### **ARTICLE IV CAPITAL STRUCTURE**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock, having a par value of \$.01 per share.

### **ARTICLE V INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE**

The initial registered agent of this corporation shall be: Ted R. Tamargo, Esquire. The street address of the initial registered agent of this corporation shall be: 401 East Jackson Street, Suite 2650, Tampa, Florida 33602. The street address of the principal office of this corporation is: 3005 Ridgevale Circle, Valrico, Florida 33594.

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**ARTICLE VI  
BOARD OF DIRECTORS**

The Board of Directors for this corporation shall consist of one or more members. Except for the number constituting the initial Board of Directors, the appointment of directors shall be decided by majority vote of the stockholders.

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

The name and street addresses of the members of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the stockholders or until their successors are elected and qualified, or until their resignations, removal from office, or deaths are:

Name:	Address:
John A. Cervi	3005 Ridgevale Circle Valrico, Florida 33594
Gregory L. Henderson, M.D.	403 Vonderburg Drive Brandon, Florida 33511

**ARTICLE VIII  
INCORPORATOR**

The name and street address of the incorporator is:

Name:	Address:
Ted R. Tamargo	401 East Jackson Street, Suite 2650 Tampa, Florida 33602

**ARTICLE IX  
INDEMNIFICATION**

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

**ARTICLE X  
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended at any time by a resolution, adopted by

a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the stockholders of the corporation.

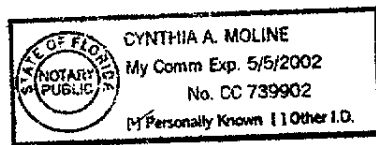
IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 17<sup>th</sup> day of August, 1998.

T.R. Tamargo  
Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of August, 1998, by TED R. TAMARGO, ESQ., who is personally known to me.

Cynthia A. Moline  
Print, Type or  
Stamp Name: Cynthia A. Moline  
Notary Public, State of Florida  
Serial No., if any: \_\_\_\_\_



**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

TED R. TAMARGO, having been named as registered agent to accept service of process for the above named corporation at the registered office designated below, hereby agrees and consents to act in that capacity.

Registered office:

401 East Jackson Street, Suite 2650  
Tampa, Florida 33602

The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 17th day of August, 1998.

  
TED R. TAMARGO

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