



THE UNITED STATES  
CORPORATION  
COMPANY

PA8000080655

ACCOUNT NO. : 072100000032

REFERENCE : 960037 8796A

AUTHORIZATION :

*Patricia Pizzuti*

COST LIMIT : \$ 122.50

ORDER DATE : September 14, 1998

ORDER TIME : 11:37 AM

ORDER NO. : 960037-005

300002638453--4

CUSTOMER NO: 8796A

CUSTOMER: Ms. Lina Angelici  
SCHIFINO & FLEISCHER

One Tampa City Center, #2700  
201 North Franklin Street  
Tampa, FL 33602

DOMESTIC FILING

NAME: ~~ML FOODS, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

2544  
W98-20901

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 14 PM 2:31

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DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

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SECRETARY OF STATE  
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98 SEP 14 PM 2:32

September 14, 1998

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: ML FOODS, INC.  
Ref. Number: W98000020901

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for ML FOODS, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as or it is not distinguishable from the name of an existing entity. Simply adding "Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 498A00046480

RECEIVED  
SEP 17 11:18  
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**ARTICLES OF INCORPORATION**

**OF**

**MARL FOODS, INC.**

**ORIGINAL**  
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DIVISION OF CORPORATIONS  
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The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I.**

Name

The name of this corporation shall be:

**MARL FOODS, INC.**

**ARTICLE II.**

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

597 Waterfall Drive  
Spring Hill, Florida 34608

**ARTICLE III.**

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and any amendments thereto (the "Act"), and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV.

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000 shares of common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one (1) vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE V.

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at Schifino & Fleischer, P.A., One Tampa City Center, Suite 2700, 201 N. Franklin Street, Tampa, Florida 33602, and the initial registered agent of this corporation at such office shall be Lina Angelici. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VI.

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than seven (7) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders.

ORIGINAL

ARTICLE VII.

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of two members, such members to hold office until their successor or successors have been duly elected and qualified. The names of the initial directors are as follows:

Mark R. Clark  
Lisa M. Clark


ARTICLE VIII.

Incorporator

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

<u>Name</u>	<u>Address</u>
Lina Angelici, Esq.	Schifino & Fleischer, P.A. One Tampa City Center Suite 2700 201 N. Franklin Street Tampa, Florida 33602

IN WITNESS WHEREOF, the undersigned has executed these Articles for the uses and purposes therein stated.

  
\_\_\_\_\_  
Lina Angelici, as Incorporator

**ORIGINAL**

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT  
FOR**

MARL FOODS, INC.

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The undersigned, Lina Angelici, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation of said corporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 11th day of September, 1998.

  
Lina Angelici