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FILED  
98 NOV 18 AM 11:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

November 12, 1998

Secretary of State  
Corporation Division  
Post Office Box 6327  
The Capitol  
Tallahassee, Florida 32304

700002690477--4  
-11/18/98--01047--016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: ACAPULCO FRESH, INC.

Dear Sir:

Enclosed herewith is an original and one copy of Articles of Incorporation for the above named corporation and a check in the amount of \$70.00 for the filing fee. Please file the original of the enclosed Articles of Incorporation and return a copy to this office.

The incorporator of Acapulco Fresh II, Inc., is one and the same as the incorporator of Acapulco Fresh, Inc. and hereby authorizes the incorporation of Acapulco Fresh, Inc. Should you have any questions, please do not hesitate to call me.

Very truly yours,

  
THOMAS G. REED, III

TGR/ic

Enclosure

CP  
11-23-98  
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ARTICLES OF INCORPORATION  
OF  
ACAPULCO FRESH, INC.

FILED  
NOV 18 AM 11:25  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I: NAME AND PRINCIPAL OFFICE ADDRESS

The name of this corporation is ACAPULCO FRESH, INC., and its principal office address is 8629 Rosemont Drive, Pensacola, Florida 32514.

ARTICLE II: DURATION

This corporation shall exist perpetually, commencing upon the date of filing of these Articles of Incorporation.

ARTICLE III: PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, all of one class and series. The whole or any part of the authorized shares of the corporation may be issued for a consideration payable in

cash or other property, tangible or intangible or in labor or services actually performed for the corporation, having a value as is determined from time to time by the Board of Directors of the corporation, not less than the par value of the stock so to be issued.

**ARTICLE V: AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT**

The street address of this corporation's initial registered office is 107 North Palafox Street, Pensacola, Florida 32501 and the name of this corporation's initial registered agent is Thomas Grady Reed, III.

**ARTICLE VII: INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors is three (3).

**ARTICLE VIII: INCORPORATOR**

The name and address of the incorporator signing these Articles of Incorporation is Charles Barnhill, 4771 Bayou Boulevard, Pensacola, Florida 32503.

IN WITNESS WHEREOF, the undersigned incorporator  
has executed these Articles of Incorporation this 16<sup>th</sup>  
day of November, 1998.

Charles Barnhill  
CHARLES BARNHILL  
Incorporator

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, in and for  
the said state and county, personally appeared CHARLES  
BARNHILL, to me well known to be the person described in and  
who freely and voluntarily subscribed the foregoing Articles  
of Incorporation for the uses and purposes therein mentioned  
and set forth. He is personally known to me and did/did not  
take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand  
and seal in the state and county aforesaid this 16<sup>th</sup> day  
of November, 1998.



Mikele A. Nunnelee  
MY COMMISSION # CC582547 EXPIRES  
September 19, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.

Mikele A. Nunnelee  
NOTARY PUBLIC  
Printed Name: Mikele A. Nunnelee  
Commission No. CC582547  
Commission Expires: 09-19-00

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

I, THOMAS G. REED, III, hereby accept the  
appointment as registered agent for ACAPULCO FRESH, INC., as

set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 16 day of November, 1998.

Thomas G. Reed, III  
THOMAS G. REED, III

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, in and for the said state and county, personally appeared THOMAS G. REED, III, to me well known to be the person described in and who freely and voluntarily subscribed the foregoing Acceptance of Appointment as Registered Agent for the uses and purposes therein mentioned and set forth and he acknowledged to and before me that he executed such instrument. He is personally known to me and did/did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the state and county aforesaid this 16 day of November, 1998.

Mikele A. Nunnelee  
NOTARY PUBLIC  
Printed Name: Mikele A. Nunnelee  
Commission No. CC582547  
Commission expires: 09-19-00



Mikele A. Nunnelee  
MY COMMISSION # CC582547 EXPIRES  
September 19, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.