

P98000102207

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

USA Foods, Inc.

900002704729--0

-12/07/98--01096--019

*****78.75 *****78.75

☒ Art of Inc. File

EFFECTIVE DATE
12-04-98

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

☒ Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

FILED
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA
90 DEC -8 PM 4:11

90 DEC -7 PM 1:50

DEC



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 7, 1998

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST.
STE. 1
TALLAHASSEE, FL 32301

SUBJECT: USA FOODS, INC.
Ref. Number: W98000027266

We have received your document for USA FOODS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

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) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 598A00057695

**ARTICLES OF INCORPORATION
OF
USA FOODS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 DEC -8 PM 4:11

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be: USA Foods, Inc. The principal office and mailing address of the corporation shall be: 498 Palm Springs Dr., Ste. 100, Altamonte Springs, FL 32701.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

ARTICLE III - PURPOSE

EFFECTIVE DATE
12-04-98

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Corporation Act; and,
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

1. Number and Class of Shares Authorized; Par Value.

This Corporation is authorized to issue twelve hundred (1,200) shares of voting common stock, having a par value of one dollar (\$1.00) per share, which shall be designated Common Stock.

2. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held.

Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. Preemptive Rights.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued, whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issues of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

4. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be: 940 Highland Avenue, Orlando, Florida 32803.

The name of the initial registered agent of this corporation at that address shall be: Marvin E. Rooks, Adams & Spears, P.A.

ARTICLE VI - INITIAL OFFICERS

The name and street address of the initial officers of the corporation, who shall hold office for the first year in existence of this corporation or until successors are elected or appointed and have qualified, are:

President and Secretary: Arthur G. Scott
CEO and Treasurer: Michael M. Morgan, Sr.

ARTICLE VII - INITIAL DIRECTOR

This corporation shall consists of two (2) directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and street addresses of the initial directors of the corporation, who shall hold office for the first year in existence of this corporation or until a successor is elected or appointed and has qualified, are:

Arthur G. Scott	Michael M. Morgan, Sr.
498 Palm Springs Drive	498 Palm Springs Drive
Suite 100	Suite 100
Altamonte Springs, FL 32701	Altamonte Springs, FL 32701

ARTICLE VIII - INCORPORATOR

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

Arthur G. Scott
498 Palm Springs Drive
Suite 100
Altamonte Springs, FL 32701

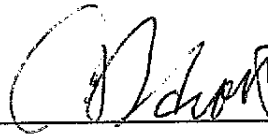
ARTICLE IX - BYLAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal bylaws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such bylaws.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 4th day of December, 1998.

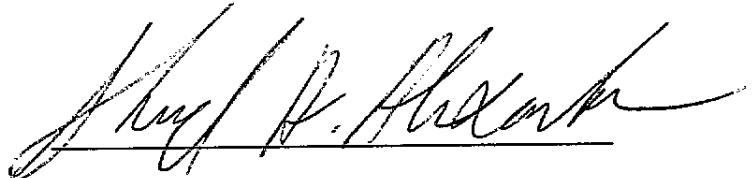
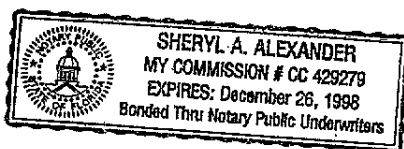


Arthur G. Scott

STATE OF FLORIDA

COUNTY OF Orange

The foregoing instrument was acknowledged before me this 4th day of December, 1998 by ARTHUR G. SCOTT who is personally known to me or who has produced FL. Driver's License as identification and who did/did not take an oath.



Notary Public

Print Name Sheryl A. Alexander

My Commission Expires: 12/26/98

CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED

PURSUANT to Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act:

THAT USA Foods, Inc. desiring to organize under the laws of
the State of Florida, with its principal office as indicated in the
Articles of Incorporation in the City of Altamonte Springs, County
of Seminole, State of Florida, has named its Registered Agent,
Marvin E. Rooks, Adams & Spears, P.A. in the City of Orlando,
County of Orange, State of Florida, to accept service of process
within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
stated corporation, at the place designated in this Certificate, I
hereby accept to act in this capacity and agree to comply with the
provisions of said Act relative to keeping open said office.

Marvin E. Rooks
Marvin E. Rooks

98 DEC -8 PM 4:11

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS