

P99000008311

Robert H. Gullett
7708 S.E. Bay Cedar Circle
Hobe Sound, FL 33455

January 14, 1999

Florida Department of State
New Filings Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED OF STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 JAN 25 PM 6:52

RE: A.D.V. FOODS, INC.

Gentlemen:

Please find enclosed the Articles of Incorporation for the above named corporation and a check in the amount of One Hundred Twenty-two and 50/100 (\$122.50) Dollars covering the various fees to incorporate.

Very truly yours,

Robert H. Gullett
7708 S.E. Bay Cedar Circle
Hobe Sound, FL 33455
1-561-781-0432

500002753555-3
-01/25/99-01101-013
****122.50 *****78.75

RHG:er

Encls. Check

1-27-99
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 25 PM 6:52

ARTICLES OF INCORPORATION
OF
A. D. V. FOODS, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be:

A.D.V. FOODS, INC.

ARTICLE II

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 50,000 shares of common stock, \$1.00 par value per share.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND

INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

ALEXANDER D. VENNARI
10800 N. MILITARY AVENUE
PALM BEACH GARDENS, FL 33410

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one Directors initially.

ARTICLE VII

The name and address of the initial Director of this Corporation is:

ALEXANDER D. VENNARI
10800 N. Military Avenue
Palm Beach Gardens, FL 33410

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII

INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is ALEXANDER D. VENNARI and his address is 10800 N. Military Avenue, Palm Beach Gardens, FL 33410.

ARTICLE IX

INDEMNIFICATION

This Corporation shall indemnify any officer or Director or any former officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on January 14, 1999.

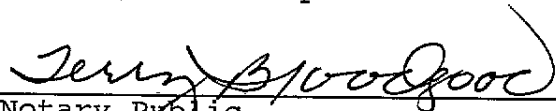


ALEXANDER D. VENNARI - Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on January 14, 1999, by Alexander D. Vennari, as Incorporator.

(SEAL)


Terry Bloodgood
Notary Public
My commission expires:



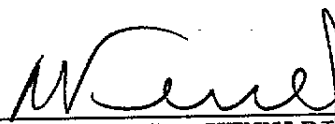
Terry Bloodgood
MY COMMISSION # CC717938 EXPIRES
February 19, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS

A.D.V. FOODS, INC., a Corporation existing under the laws of the State of Florida with its principal office at 10800 N. Military Avenue, Palm Beach Gardens, Florida 33410, has named ALEXANDER D. VENNARI, whose address is 10800 N. Military Avenue, Palm Beach Gardens, Florida 33410 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.



ALEXANDER D. VENNARI

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