

P99000013967

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P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.) Sombay Sales, Inc.
(CORPORATE NAME & DOCUMENT #)

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-02/12/99--01024--018
*****70.00 *****70.00

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

FILED
99 FEB 12 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS

RECEIVED
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DIVISION OF CORPORATION

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T. SMITH FEB 12 1999

ARTICLES OF INCORPORATION

OF

SOUBY SALES, INC.

FILED
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TALLAHASSEE, FLORIDA

The undersigned incorporators hereby forms a corporation under the laws of the State of Florida and states as follows:

ARTICLE I
NAME

The name of the corporation is:

SOUBY SALES, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal office of the corporation is:

4806 Poinsettia Ave., #1
West Palm Beach, FL 33407

ARTICLE III
DURATION

This corporation shall commence existence upon the filing of these Articles of Incorporation, and continue in existence perpetually thereafter.

ARTICLE IV
PURPOSE

This corporation is organized for the purposes of engaging in the sale, manufacture and distribution of food products; or any legal business enterprise; to do everything necessary and proper for the accomplishment of any of the purposes or the

of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or the purpose or the attainment of the objects or the furtherance of such proposes or objects of the Corporation; and to exercise those powers, rights, and procedures set forth in Chapter 607, Florida Statutes, Florida General Corporation Act, and for the purposes of transacting any or all lawful business.

The foregoing paragraph shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE V
CAPITAL STOCK

This Corporation is authorized to issue a maximum of 10,000 shares of a common class stock with \$.10 par value per share.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:

4806 Poinsettia Ave., #1
West Palm Beach, FL 33407

The name of the initial registered agent of this corporation at that address is:

Leon G. Souby, Jr.
4806 Poinsettia Ave., #1
West Palm Beach, FL 33407

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors initially. However, the number of directors may be either increased or diminished from time to time in accordance with this corporation's by-laws, but there shall never be less than one director. The name and address of the initial directors of this corporation are:

Leon G. Souby, Jr.
4806 Poinsettia Ave., #1
West Palm Beach, FL 33407

Neil Kavanaugh
25 Ricks Drive
Lake Worth, FL 33463

Margaret K. Maddock
5491/2 Northlake Way
Palm Beach, FL 33480

ARTICLE VIII
INCORPORATOR

The names and mailing addresses of the undersigned incorporators signing these Articles of Incorporation are:

Leon G. Souby, Jr.
4806 Poinsettia Ave., #1
West Palm Beach, FL 33407

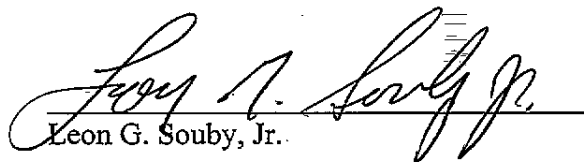
Neil Kavanaugh
25 Ricks Drive
Lake Worth, FL 33463

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Palm Beach, FL 33480

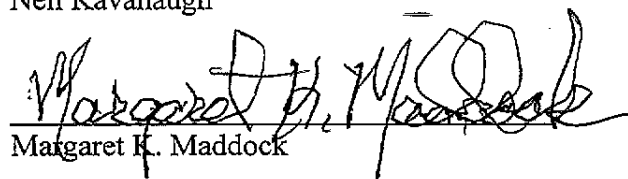
ARTICLE IX
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of February 1999.


Leon G. Souby, Jr.

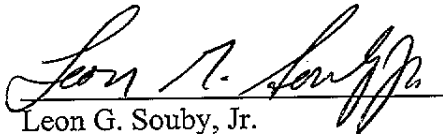

Neil Kavanaugh


Margaret K. Maddock

**CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON
WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for SOUBY SALES, INC., at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 6907.0505 of the Florida Statutes.

DATED: February 9, 1999



Leon G. Souby, Jr.
Registered Agent

99 FEB 12 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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