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BRAD I. SCHANDLER  
ALAN S. WALTERS

P 99 0000/7129  
February 10, 1999

Florida Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

800002782588-6  
-02/22/99-01062-003-6

\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Palm Food Brokers, Inc.

Dear Sir or Madam:

Please find enclosed a check in the amount of \$70.00 to file the enclosed Articles of Incorporation. A self-address stamped envelope is also enclosed for a date stamped copy to be returned to our office.

Thank you for your attention to this matter.

Sincerely,

GALBUT, GALBUT, MENIN & WASSERMAN, P.A.

  
BRAD I. SCHANDLER

BIS/ld  
Encls.

FILED  
99 FEB 22 AM 9:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHESSEN FEB 23 1999

ARTICLES OF INCORPORATION

OF

PALM FOOD BROKERS, INC.

ARTICLE I. NAME

The name of the Corporation shall be:

PALM FOOD BROKERS, INC.

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99 FEB 22 AM 9:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE II. TERM OF EXISTENCE

The Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation. The Corporation shall be deemed to commence its existence effective with the filing of these Articles with the Secretary of State.

ARTICLE III. PURPOSE

This Corporation is organized for the following purpose:  
any and all purposes lawful under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar par value common stock, which shall be designated "Common Shares".

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this Corporation is: 9644 Southern Pines Court, Davie, Florida

33328.

The name of the initial registered agent of this Corporation at that address is: BERNARD SCHANDLER.

#### ARTICLE VI. INCORPORATION

The name and address of the person signing these Articles of Incorporation is: BERNARD SCHANDLER, 19644 Southern Pines Court, Davie, Florida 33328.

#### ARTICLE VII. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

#### ARTICLE VIII. MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the Board of Directors of the Corporation. The initial Board of Directors shall consist of one Director, who is, BERNARD SCHANDLER.

#### ARTICLE IX. OFFICERS

The Officers of this corporation are as follows:

BERNARD SCHANDLER - PRESIDENT  
9644 Southern Pines Court, Davie, Florida 33328


ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify all officers or directors or any former officer of director, to the full extent permitted by law.

ARTICLE XI. AMENDMENT

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

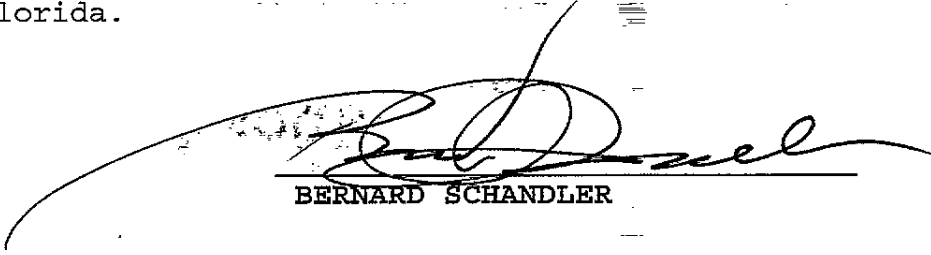
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 5<sup>th</sup> day of February, 1999.

  
BERNARD SCHANDLER  
(Incorporator)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST - THAT PALM FOOD BROKERS, INC. desiring to organize  
or qualify under the laws of the State of Florida, with its  
principal place of business at: 9644 Southern Pines Court, Davie,  
Florida 33328 has named **BERNARD SCHANDLER** located at 9644 Southern  
Pines Court, Davie, Florida 33328, as its agent to accept service  
of process within Florida.



BERNARD SCHANDLER

Having been named to accept service of process for the  
above state corporation, at the place designated in this  
Certificate, I hereby agree to act in this capacity, and I further  
agree to comply the provisions of all statutes relative to the  
proper performance of my duties.



BERNARD SCHANDLER

DATE: 2. 5. 99

FILED  
99 FEB 22 AM 9:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA