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IRB
INTERNATIONAL RESEARCH BUREAU, INC.
Post Office Box 14189 • Tallahassee, FL 32317-4189
Phone (850) 942-2500

59657-2854

OFFICE USE ONLY

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

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. A & S Foods INC
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

RECORDED
99 MAR -9 AM 11:04
DIVISION OF CORPORATION
Pick up time 4:00
Certified Copy
Mail out Will wait Photocopy
Certificate of Status

FILED
99 MAR -9 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

Corporate
Filing

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

T. SMITH MAR 09 1999

Examiner's Initials

ARTICLES OF INCORPORATION

OF

A & S FOODS, INC.

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

ARTICLE I

NAME OF THE CORPORATION

The name of this Corporation shall be A & S FOODS, INC.

ARTICLE II

PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

AUTHORIZED SHARES

Number: The aggregate number of shares that the Corporation shall have the authority to issue is 1,000 shares of Capital Stock.

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TALLAHASSEE, FLORIDA

Initial issue: 100 shares of the Capital Stock of the Corporation shall be issued for adequate consideration in the following manner:

SHIRAZ VIRJI

One Hundred (100) Shares

Dividends: The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

No Classes of Stock: The shares of the Corporation are not to be divided into classes.

ARTICLE V

REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial registered office of the Corporation is 3460 Edgewater Drive, Orlando, Florida 32804 and the name of the initial registered agent at such address is SHIRAZ VIRJI.

ARTICLE VI

PRINCIPAL OFFICE

The Principal Office of the corporation shall be 3460 Edgewater Drive, Orlando, Florida 32804.

ARTICLE VII

BOARD OF DIRECTORS

This corporation shall have One (1) Director constituting the initial Board of Directors.

The Directors need not be a resident of the State of Florida or Shareholders of the corporation.

Majority vote of the Board of Directors is required to constitute a quorum for the transaction of business. Only a majority act of the Directors shall constitute an act of the Board of Directors.

The name and address of the person(s) who shall serve as Director(s) until their successors shall have been elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
SHIRAZ VIRJI	3460 Edgewater Drive Orlando, Florida 32804

ARTICLE VIII

INCORPORATORS

The name and address of the initial incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
SHIRAZ VIRJI	3460 Edgewater Drive Orlando, Florida 32804

ARTICLE IX

PREEMPTIVE RIGHTS OF SHAREHOLDERS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued for money, or property or services from time to time, in addition to that stock authorized by the Corporation. The preemptive rights of any holder is determined by the ratio of the authorized shares of

common stock held by the holder to all shares of common stock currently authorized.

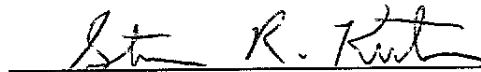
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Orange County, Florida on this 4th day of March, 1999.

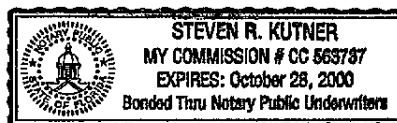

SHIRAZ VIRJI

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 4th day of March, 1999, by **SHIRAZ VIRJI**, who has produced a driver's license as identification or who is personally known to me.


Steven R. Kutner, Notary Public
Commission No. CC563737
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED


In compliance with Section 48.091, Florida Statutes, the following is submitted:

*That A & S FOODS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Winter Springs, Seminole County, State of Florida, has named **SHIRAZ VIRJI** located at **3460 Edgewater Drive, Orlando, Florida 32804** as its agent to accept service of process within this state.*

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Date: March 4, 1999



SHIRAZ VIRJI

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA