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TIMOTHY KEYSER, J.D.
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JOHN L. KEY II, J.D.

TELEPHONE 904-684-4673
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1 April 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-04/05/99--01088--004
*****78.75 *****78.75

RE: Filing of Articles of Incorporation of
TEAMS FOOD, INC.

Dear Reader:

Enclosed please find an original and one copy of the articles of incorporation for the above corporation and a check totaling \$78.75 for the filing fee (\$35), the designation and acceptance of the resident agent (\$35), and for a certified copy (\$8.75) of the articles.

Thank you beforehand.

Sincerely,

John L. Key II

John L. Key II

JLK/je
enclosures
c: Edward and Donna Kessler

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -5 PM 4:10



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ARTICLES OF INCORPORATION

OF

TEAMS FOOD, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 APR -5 PM 4:10

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be: TEAMS FOOD, INC..

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of this corporation shall be at 1119 East Oak Street, Arcadia, Florida 33821 and the mailing address is: 1119 East Oak Street, Arcadia, Florida 33821.

ARTICLES III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name, mailing (and street) addresses of the initial registered agent are:
John L. Key II, Keyser & Woodward, P.A., Post Office Box 92, 501 Atlantic Avenue, Interlachen, Florida 32148.

ARTICLE V - INCORPORATOR

The name, mailing (and street) addresses of the incorporators to these Articles of Incorporation are: Donna Kessler and Edward G. Kessler, Jr., 1823 Sherman Avenue, Palatka, Florida 32177.

ARTICLE VI - DATE OF INCORPORATION

This corporation's existence shall begin on April 2, 1999.

ARTICLES VII - MANAGEMENT BY SHAREHOLDERS

This corporation shall always have one or more shareholders and shall dispense with a board of directors. All corporate duties and powers shall be exercised by, and the business and affairs of this corporation, shall be managed under the direction of the shareholders of this corporation.

ARTICLE VIII - PREEMPTIVE RIGHTS

Each initial shareholder shall have preemptive rights to maintain the same proportional amounts of stock in any new or unissued stock except for certain issuances of stock otherwise excluded from preemptive rights by law. All future shareholders of the corporation shall provide the initial shareholders with a fair and reasonable opportunity to exercise such rights under uniform terms and conditions.

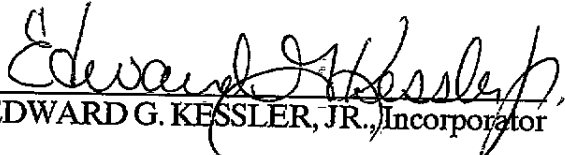
ARTICLES IX - RESTRICTIONS ON THE TRANSFER OF STOCK

Shares held by the initial shareholders or authorized but unissued shares may not be resold or otherwise transferred to other persons unless first offered to the initial shareholders of this corporation. The purposes for any restriction on the transfer of stock shall be only to qualify and maintain this corporation's "S Corporation" status under the United States Internal Revenue Code and future amendments to it and for such other purposes as may be authorized by law. The price and terms at which, and the time within which, shares subject to this restriction may be offered and sold shall be further specified

by written agreement among all of the shareholders and this corporation.

The undersigned has executed these Articles of Incorporation on this 1st day
of April 1999.


DONNA KESSLER, Incorporator

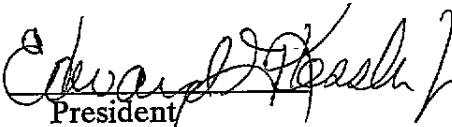

EDWARD G. KESSLER, JR., Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED OFFICE AND AGENT**

Under provisions of section 607.0501 of the Florida Statutes, TEAMS FOOD, INC., which is organized under the laws of the State of Florida, submits the following statement in designating the registered office and agent in Florida.

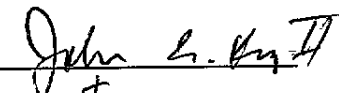
1. The name, mailing (and street) addresses and office of the registered agent are:
John L. Key II, Keyser & Woodward, P. A., Post Office Box 92, 501 Atlantic Avenue,
Interlachen, Florida 32148.

TEAMS FOOD, INC.

Signature: 
President

Dated on this 1st day of April 1999.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: 

Dated on this 1st day of April 1999