

P99000032485

April 2, 1999

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

800002829648--3

-04/05/99--01129--006

****157.50 *****78.75

Subj: Incorporation of FOOD PLAYERS, INC.

Dear Sir:

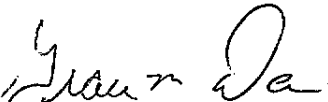
Enclosed please find the following:

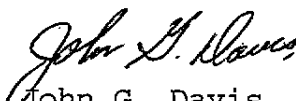
1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 129 W. Hibiscus Blvd, Melbourne, FL 32901; (407) 729-6399

Thank you for your assistance in this matter.

Sincerely,


Grace M. Davis


John G. Davis

FILED
99 APR -5 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 9 1999

ARTICLES OF INCORPORATION
OF
FOOD PLAYERS, INC.

FILED
99 APR -5 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is FOOD PLAYERS, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 563 Barton Blvd #9 & 10, Rockledge, Florida 32955, and the name of the initial registered agent of this corporation at that address is JOHN G. DAVIS.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

| | |
|--------------------|--------------------|
| GRACE M. DAVIS | JOHN G. DAVIS |
| 983 Kings Post Rd. | 983 Kings Post Rd. |
| Rockledge FL 32955 | Rockledge FL 32955 |

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 563 Barton Blvd #9 & 10, Rockledge, Florida 32955, and the mailing address of the corporation is 983 Kings Post Rd., Rockledge, Florida 32955.

ARTICLE IX. INCORPORATORS

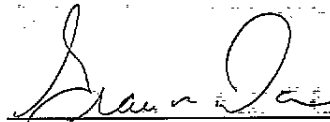
The names and addresses of the persons signing these articles are:

| | |
|--------------------|--------------------|
| GRACE M. DAVIS | JOHN G. DAVIS |
| 983 Kings Post Rd. | 983 Kings Post Rd. |
| Rockledge FL 32955 | Rockledge FL 32955 |

ARTICLE X. AMENDMENTS

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, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscribers have executed these articles of incorporation on this 2nd day of April, 1999.



GRACE M. DAVIS

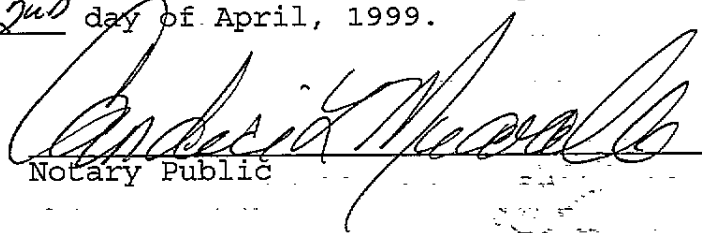


JOHN G. DAVIS

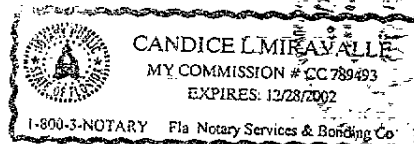
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared GRACE M. DAVIS and JOHN G. DAVIS to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 2nd day of April, 1999.



Notary Public



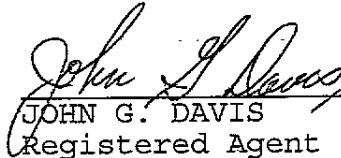
DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034, Florida Statutes, the following is submitted:

That FOOD PLAYERS, INC., desiring to organize under the laws of the State of Florida, with its principal office at 563 Barton Blvd #9 & 10, Rockledge, Florida 32955, has named JOHN G. DAVIS, located at 563 Barton Blvd #9 & 10, Rockledge, Brevard County, Florida 32955, 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.


JOHN G. DAVIS
Registered Agent

FILED
99 APR -5 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA