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LAW OFFICES

DOUGLAS S. GREGORY, P.A.

THE BARRISTERS' BUILDING  
505 EAST JACKSON STREET, SUITE 305  
TAMPA, FLORIDA 33602  
813-275-0404  
FAX 813-275-0304  
EMAIL DSGPA@concentric.net

April 12, 1999

Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

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-04/14/99--01085--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

*Food Sales Solutions*

Re: Articles of Incorporation of ~~Food Service Consultants, Inc.~~

To Whom It May Concern:

Enclosed please find the Articles of Incorporation of Food Service Consultants, Inc., along with the necessary \$70.00 filing fee. If you have any questions concerning these Articles, please do not hesitate to contact our office.

Sincerely,

DOUGLAS S. GREGORY, P.A.



Sonya Verboncoeur  
Legal Assistant to  
Douglas S. Gregory

DSG/sfv  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK MAY 3 1999

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LAW OFFICES  
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505 EAST JACKSON STREET, SUITE 305  
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April 28, 1999

Department of State  
Division of Corporations  
Attn: Barbara Brock  
409 East Gaines Street  
Tallahassee, Florida 32399

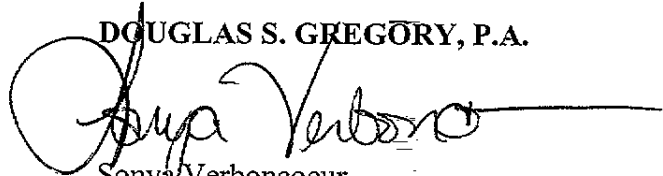
**Re: Articles of Incorporation of Food Sales Solutions, Inc.**

Dear Barbara:

Pursuant to our telephone conversations, enclosed please find the Articles of Incorporation for Food Sales Solutions, Inc. As you recall, Articles for this corporation were first submitted under the name Food Service Consultants, Inc., a name that has already been taken by another corporation. The filing fee of \$70.00 for Food Sales Solutions, Inc. has already been submitted with the first set of Articles. If we should need to amend anything further, please do not hesitate to call.

Sincerely,

**DOUGLAS S. GREGORY, P.A.**



Sonya Verboncoeur  
Legal Assistant to  
Douglas S. Gregory

DSG/sfv  
Enclosure

**ARTICLES OF INCORPORATION**  
**OF**  
**FOOD SALES SOLUTIONS, INC.**

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The undersigned incorporator, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be **Food Sales Solutions, Inc.**

**ARTICLE II**

The purpose for which this corporation is organized as follows:

(a) Food brokering and supply.

(b) To do all and everything necessary and proper for the accomplishment of the objects enumerated in its Articles of Incorporation or amendment thereof or necessary or incidental to the protection or benefit of the corporation and, in addition to the specific powers herein enumerated, to have any and all rights, powers, and privileges which are, can be or may be granted to corporations incorporated under the laws of the State of Florida and, in that connection to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether such business is similar in nature to the objects set forth in the Articles of Incorporation or any amendment thereof.

**ARTICLE III**

The authorized capital stock of the corporation is 7500 shares of common stock with par value of \$0.01 per share, and each share shall entitle the holder thereof to vote at any meeting of the

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TALLAHASSEE, FLORIDA

stockholders. All or any part of said capital stock may be paid for in cash, with property, or in labor or services at a valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

#### **ARTICLE IV**

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

#### **ARTICLE V**

This corporation shall have perpetual existence.

#### **ARTICLE VI**

The principal offices of the corporation shall be located at 5617 Rockfield Loop, Valrico, Florida 33594 and its mailing address is the same, but the corporation shall have the power to establish branch offices and other places of business at such other places within or without the state of Florida as may be determined and deemed expedient by the Directors.

#### **ARTICLE VII**

This corporation shall have two (2) 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 name and address of the initial directors are as follows:

Mitchell O. Newton, II  
5617 Rockfield Loop  
Valrico, Florida 33594

Mitchell O. Newton, III  
5617 Rockfield Loop  
Valrico, Florida 33594

A quorum for the transaction of business shall be a majority of the Directors qualified and acting, and the act of the majority of the Directors present at a meeting at which a quorum is present

shall be the act of the Directors. The Directors may make or amend the Bylaws. The meeting of the Directors may be held within or without the state of Florida. A person shall not have to be a stockholder in order to qualify as a director.

#### **ARTICLE VIII**

The name and address of the subscriber to these Articles of Incorporation is as follows:

Mitchell O. Newton, III  
5617 Rockfield Loop  
Valrico, Florida 33594

and the officers of said corporation who shall hold office until their successors are elected and qualified shall be as follows:

Mitchell O. Newton, II	Director/President
Mitchell O. Newton, III	Director/Secretary/Treasurer

#### **ARTICLE IX**

The time and place of the annual stockholders' meeting shall be the 1st day of April of each and every year at the principal offices of the corporation unless otherwise fixed in the Bylaws or by a resolution of the Board of Directors, and any stockholder may waive notice thereof before or after the meeting.

The Board of Directors shall be elected annually by the stockholders at their annual meeting or at a special meeting held for that purpose. All vacancies in the Board shall be filled by the Board until the next annual meeting.

#### **ARTICLE X**

The Board of Directors shall have full power to fix their own compensation including any bonus or gratuity and to fix the compensation of any of the officers or any other member of the Board performing special services for the corporation, and any member of the Board may vote upon

such compensation matters even though her/his own compensation may be the subject of the resolution.

#### **ARTICLE XI**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, except as provided in these Articles of Incorporation.

#### **ARTICLE XII**

The name and address of the initial registered agent and registered office of this corporation is Douglas S. Gregory, 505 East Jackson Street, Suite 305, Tampa, Florida 33602.

#### **ARTICLE XIII**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

#### **ARTICLE XIV**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE XV**

No contract or other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to or be pecuniary or otherwise interested in any contract or transaction of this corporation, provided that the fact that he/she or such firm so interested shall be disclosed or shall have been known to be by the Board of Directors or a majority thereof, and any director of this corporation who

is also a director or officer of such other corporation or who is interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction with like force and effect as if he/she were not such director or officer of such other corporation or not so interested.

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 28 day of April, 1999, for the purpose of organizing this Corporation under the laws of the State of Florida.

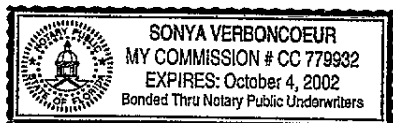
  
\_\_\_\_\_  
Mitchell O. Newton, III

STATE OF FLORIDA                    )  
  )SS:  
COUNTY OF Hillsborough

BEFORE ME, the undersigned authority, personally appeared Mitchell O. Newton, III, who is the incorporator of Food Sales Solutions, Inc. and who is personally known to me or who produced \_\_\_\_\_ as identification, and who acknowledged before me that he executed the above Articles of Incorporation on behalf of Food Sales Solutions, Inc. for the purposes therein stated.

  
\_\_\_\_\_  
NOTARY PUBLIC

Expiration Date: Oct. 4, 2002



**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 Food Sales Solutions, Inc. qualifies under the laws of the State of Florida, with its principal place of business in the City of Valrico, State of Florida, has named Douglas S. Gregory, 505 East Jackson Street, Suite 305, Tampa, Florida 33602 as its agent to accept service of process within Florida.

Food Sales Solutions, Inc.  
a Florida corporation

By: M.O. Newton, III  
Mitchell O. Newton, III, Incorporator

DATE: 4-28-99

**ACCEPTANCE OF REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

By: Douglas S. Gregory  
Douglas S. Gregory

DATE: 28 April 1999

**STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged before me by Douglas S. Gregory who is  
personally known to me or who produced \_\_\_\_\_ as identification, this 28 day of  
April, 1999.

Sonya Verboncoeur  
NOTARY PUBLIC



Expiration Date: Oct. 4, 2002

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA