

Bryant & Company, CPA's, P.A.

CERTIFIED PUBLIC ACCOUNTANTS

P99000040546

April 27, 1999

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

000002857350--6  
-04/30/99--01048--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Articles of Incorporation of  
Food Marketing Concepts, Inc.

Dear Sir or Madam:

We are enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$ 78.75 is enclosed which represents the fees associated with the filing of said Articles.

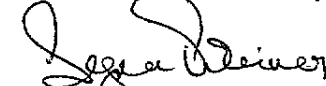
Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Thank you in advance for your assistance. Should you have any questions, please feel free to contact our office.

Very truly yours,

BRYANT & COMPANY, CPA's, P.A.



Lynn Preiner, Assistant to  
THOMAS J. BRYANT, CPA

/lpaoiltr1  
Enclosures  
xc: Food Marketing Concepts, Inc.

FILED  
99 APR 30 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
FOOD MARKETING CONCEPTS, INC.**

The undersigned hereby declares his intention to form and become a body corporate under the laws of the State of Florida, and under the following Certificate of Incorporation, which they do hereby make, subscribe to and acknowledge to be filed in the office of the Secretary of State of the State of Florida.

**ARTICLE I**

The name of this corporation shall be: **FOOD MARKETING CONCEPTS, INC.**

**ARTICLE II**

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida, and the objects and purposes herein set forth, it is expressly provided that this corporation shall have the power to transact any and all lawful business permitted by corporations under the laws of the State of Florida.

**ARTICLE III**

The capital stock of this corporation shall consist of 10,000 shares of common stock with a nominal or par value of \$1.00 per share. Said common stock may be divided into voting and non-voting shares before issuance by action of the Board of Directors;

provided, however, that in the event no such designation is specifically made by the Board of Directors, said stock shall be deemed voting.

The whole or any part of the authorized capital stock may be paid for in cash, property or services, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

#### ARTICLE IV

The amount of capital with which this corporation shall begin business shall be \$500.00.

#### ARTICLE V

The period of existence of this corporation shall be perpetual, or until dissolved according to law.

#### ARTICLE VI

The address of the principal office is 4516 S. Florida Avenue, Lakeland, Florida 33813 and the mailing address of the corporation is 4516 S. Florida Avenue, Lakeland, Florida 33813. The initial registered agent for this corporation shall be, JAMES R. McQUEEN, whose address and the address of the registered office is 4516 S. Florida Avenue, Lakeland, Florida 33813.

#### ARTICLE VII

The name and post office address of the original subscribers to these Articles of Incorporation and the members of the first Board of Directors of this corporation, who, subject to the provisions of

these Articles of Incorporation, the By-Laws and the laws of the State of Florida, shall hold office until the first annual meeting of the corporation, or until successors are elected and have been qualified is as follows:

James R. McQueen  
4516 S. Florida Avenue  
Lakeland, Florida 33813

#### ARTICLE VIII

The private property of the stockholders shall not be subject to payment of corporate debts to any extent.

#### ARTICLE IX

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, The Board of Directors is expressly authorized:

To make, alter, amend and rescind the By-Laws of this corporation, to fix the amount to be reserved as working capital; to authorize and cause to be executed mortgages and liens, without limit as to amount upon the property and franchises of this corporation.

With the consent in writing and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the directors shall have authority to dispose of, in any manner, the whole property of this corporation.

The stockholders and directors shall have the power to hold their meeting and keep the books, documents, and papers of the

corporation outside the State of Florida, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Florida.

If the By-Laws so provide, to designate one or more of their number to constitute an executive committee, which shall for the time being, as provided in said resolution or in the By-Laws of this corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of this corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

The directors of this corporation shall have the power to establish and maintain, in addition to the principal office in Florida, one or more offices at such places as they may from time to time designate.

This corporation may under its By-Laws confer powers additional to the foregoing upon the directors, in addition to the powers and authority expressly conferred on them by law.

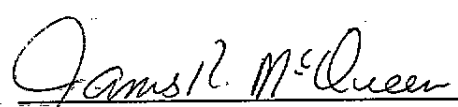
It is the intention that the objects, purposes and powers specified in Article II hereof shall, except when otherwise specified in said Article, be in no ways limited or restricted by reference to or inference from the terms of any other clause or article in these Articles of Incorporation, but that the objects, purposes and powers specified in Article II hereof, and in each of the clauses or paragraphs specified in Article II hereof, and in each of the clauses or paragraphs of this charter, shall be regarded as independent objects, purposes and powers.

I have accordingly hereunto set my hand and seal this 27th day of April, 1999.

Signed, sealed and delivered  
in the presence of:

  
WITNESS

  
WITNESS

  
JAMES R. McQUEEN


STATE OF FLORIDA

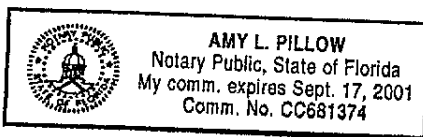
COUNTY OF POLK

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, personally appeared **JAMES R. McQUEEN**, who executed the foregoing Articles of Incorporation, who is personally known to me or produced identification and who did not take an oath.

WITNESS my hand and official seal in the County and State named above on the 27th day of April, 1999.

(Affix Notarial Seal)

  
Notary Public-State of Florida at Large  
My Commission Expires:



Personally Known \_\_\_\_\_  
or Produced Identification ☒  
Type of ID Produced FLDL#1725D-456-58-449-0

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First ... That Food Marketing Concepts, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Lakeland, County of Polk, State of Florida, has named James R. McQueen, located at 4516 S. Florida Avenue, Lakeland, Florida 33813, as its agent to accept service of process within this State,

ACKNOWLEDGMENT; (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
James R. McQueen

regagent2

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99 APR 30 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA