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May 27, 1999

VIA AIRBORNE EXPRESS #8504593064

Division of Corporations  
Florida Secretary of State  
409 E. Gaines Street  
Tallahassee, FL 32399

500002889665--7  
-05/28/99-01072-002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Arnold's Food Distributors, Inc.

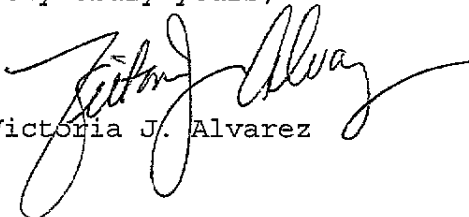
Dear Secretary of State:

Enclosed is an original and a copy of the Articles of Incorporation of the above-referenced new corporation for filing.

Also enclosed is check number 2043 in the amount of \$78.75, representing your filing fee, registered agent fee and certified copy fee. Please certify the enclosed copy of the Articles and return the same to the undersigned in the self-addressed, stamped envelope enclosed for your convenience.

If you have any questions, please feel free to call.

Very truly yours,

  
Victoria J. Alvarez

VJA:mb

Enclosures

cc: Arnold Rodriguez, President (w/0 enc)

FILED  
1999 MAY 28 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7 R. Rodriguez JUN - 3 1999

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ARNOLD'S FOOD DISTRIBUTORS, INC.

The undersigned incorporator hereby executes and acknowledges 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

Name

The name of this corporation shall be:

ARNOLD'S FOOD DISTRIBUTORS, INC.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

5108 N. Jamaica Street  
Tampa, Florida 33614

ARTICLE III

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be Ten Thousand (10,000) shares of common stock with a par value of One Dollar (\$1.00) per share. Each share of said stock shall entitle the holder thereof to one vote at every

annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

#### ARTICLE V

##### Existence of Corporation

In accordance with Section 607.0203, Florida Statutes, the existence of this corporation shall commence June 1, 1999, if these Articles are filed by the Department of State within five (5) business days after such date. If filed after such five (5) business days, the existence of this corporation shall commence upon the filing of these Articles by the Department of State. In either event, the existence of this corporation thereafter shall be perpetual.

#### ARTICLE VI

##### Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 5108 N. Jamaica Street, Tampa, FL 33614 and the initial registered agent of this corporation at such office shall be ARNOLD RODRIGUEZ. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

#### ARTICLE VII

##### Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

#### ARTICLE VIII

##### Initial Board of Directors

The initial Board of Directors of this corporation shall consist of one (1) member, such member to hold office until his successors have been duly elected and qualified. The names and street addresses of the initial director is:

<u>Name</u>	<u>Address</u>
Arnold Rodriguez	5108 N. Jamaica Street Tampa, Florida 33614

#### ARTICLE IX

##### Incorporator

The name and street address of the incorporator making these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Arnold Rodriguez	5108 N. Jamaica Street Tampa, Florida 33614

#### ARTICLE X

##### By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the

stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or of the United States.

#### ARTICLE XI

##### Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

  
ARNOLD RODRIGUEZ

ARNOLD'S FOOD DISTRIBUTORS, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, ARNOLD RODRIGUEZ, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 27th day of May, 1999.

  
ARNOLD RODRIGUEZ

FILED  
1999 MAY 28 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA