

P99000057893

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Southeast Foods, Inc.

200002915582-5
-06/25/99-01043-018
*****78.75 *****78.75

- ✓ Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 JUN 25 PM 1:46

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99 JUN 25 AM 11:05

Signature _____

Requested by: LS 6/25/99 10:11
Name Date Time

Walk-In _____ Will Pick Up _____

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOR

SOUTHEAST FOODS, INC.

The undersigned, hereby associate for the purpose of becoming a corporation under the laws of the State of Florida by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

Name

The name of this corporation is **SOUTHEAST FOODS, INC.**, 8909 20th Street, Vero Beach, Florida, 32966, hereinafter referred to as the Corporation.

ARTICLE II

Purposes

This Corporation is organized for the following purposes:

- A. Retail food sales.
- B. To exercise any and all powers enumerated in Florida Statutes, Chapter 607, and any or all lawful business.
- C. To do all and everything necessary and proper for the accomplishment of any and all of the purposes or the attaining of any of the objects, purposes or the furtherance of any of the powers enumerated in this Certificate of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, as principal, agent, director, trustee or otherwise, and in general, either alone or in association with

other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purpose or the attainment of the objects or the furtherance of such purposes or objects of the Corporation, whether or not such business is similar in nature to the purposes and objects as set forth in this Certificate of Incorporation or any amendment thereof.

ARTICLE III Capital Stock

The capital stock of this Corporation shall consist of one hundred (100) shares at One and no/100 Dollar (\$1.00) per share par value common stock. The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America or property, labor or services at a just valuation to be fixed by the Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Directors.

Any and all such shares shall not be liable for any further call or assessment or any other payment thereon.

ARTICLE IV Restrictions on Sales and Transfers of Stock

The shares of stock to be issued by the Corporation shall be subject to the following provisions and restrictions upon sales and transfers thereof:

In the event a stockholder, by which term is included the executors, administrators, heirs, legatees and the nominee or personal representative of any stockholder, shall desire to sell, assign, give or transfer any shares

of stock in the Corporation, such stockholder must, by giving written notice of such desire to a majority of the Board of Directors, give the right and privilege for thirty (30) days to purchase the same at a price equal to a bona fide firm offer, in writing, made to each stockholder for the purchase of such share or shares of stock by a person, firm or corporation ready, willing and able to buy such stock at the price so offered to be paid; and no stock of the Corporation shall be transferred upon its books unless the foregoing provision has been complied with and any attempt to transfer such stock in any other manner will be void.

ARTICLE V
Corporate Existence

The Corporation shall have perpetual existence.

ARTICLE VI
Registered Office and Registered Agent

The registered office of the Corporation shall be 8909 20th Street, Vero Beach, Florida, 32966; and the registered agent shall be **JAMES E. MEDLOCK**.

ARTICLE VII
Number of Directors

The affairs of the Corporation shall be conducted by the Board of Directors. The initial Board of Directors shall consist of two (2) directors, who shall serve until such time as may be established in the corporate Bylaws for the first annual meeting or until resignation, whichever shall occur first. The corporate Bylaws shall provide for the number of directors (except the initial Board of Directors), which number shall not exceed seven (7). The names and addresses of the initial directors of this Corporation are:

JAMES E. MEDLOCK, 8909 20th Street, Vero Beach, Florida,

32966;

SAMUEL P. SMITH, 8909 20th Street, Vero Beach, Florida,
32966

ARTICLE VIII
Incorporators

The name and address of the person signing these Articles are:

JAMES E. MEDLOCK, 8909 20th Street, Vero Beach, Florida, 32966.

ARTICLE IX
Special Charter Provisions

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:


A. Subject to the Bylaws, if any, adopted by the stockholders, to make, alter, amend or repeal the Bylaws of the Corporation.

B. The Corporation may, at any meeting of its Board of Directors, sell, lease or exchange all of its property and assets, including its good will and its corporate business, upon such terms and conditions, either for cash, for the securities of any other corporation or corporations and for such consideration as its Board of Directors may deem expedient and for the best interest of the Corporation when and as authorized by the written consent of the holders of record of at least two-thirds (2/3) of the stock of each class issued and outstanding.

C. No contract or other transaction between the Corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in or is a

director or officers or are directors or officers of such other corporation; and any director or directors, individually or jointly, may be a party or parties to or may be interested in any such contract of the Corporation or a contract in which the Corporation is interested; further, no contract, act or transaction of the Corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firms or corporation; and each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from this contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be anywise interested. Any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

IN WITNESS WHEREOF, the undersigned have made and subscribed this Certificate of Incorporation at the City of Vero Beach, Indian River County, Florida, for the uses and purposes herein expressed this 24th day of June, 1999.


James E. Medlock

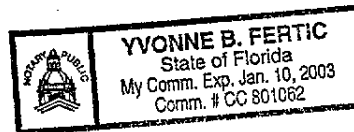
STATE OF FLORIDA

COUNTY OF INDIAN RIVER

Sworn to and subscribed before me this 24th day of June, 1999, by **JAMES E. MEDLOCK**, who (check one) (X) is personally known to me or (____) produced _____ as identification.

Yvonne B. Fertic
Print Name- Yvonne B. Fertic
Notary Public, State of Florida at
Large. My Commission Expires:
Jan. 10, 2003. My Commis-
sion Number is: 801062.

CC4924



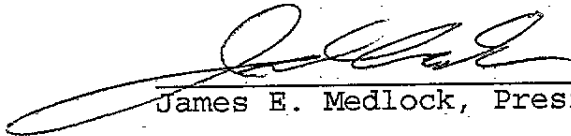
To: The Department of State
Tallahassee, Florida, 32304

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 607.325, of the Florida General Corporation Act, the following is submitted:

SOUTHEAST FOODS, INC., with its place of business at 8909 20th Street, City of Vero Beach, Florida, has named **JAMES E. MEDLOCK**, located at 8909 20th Street, City of Vero Beach, State of Florida, as its agent to accept service of process within Florida.

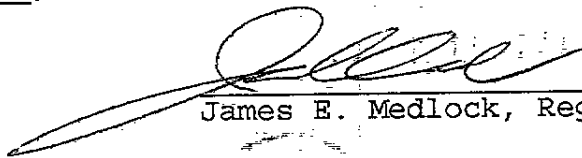
Dated June 24, 1999.



James E. Medlock, President

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, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated June 24, 1999.



James E. Medlock, Registered Agent

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