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LAW OFFICES OF

CHARLES D. FRANKEN, P.A.

NATIONSBANK PROFESSIONAL CENTER
8181 WEST BROWARD BOULEVARD • SUITE 360
PLANTATION, FLORIDA 33324

CHARLES D. FRANKEN, ESQUIRE

PHONE (954) 476-7200
FAX (954) 424-0297

June 23, 1999

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314
Attn: New Corporations

200002917052--7
-06/28/99-01084-019
*****70.00 *****70.00

company

Re: FOOD SERVICE ~~CO~~ OF AMERICA, INC.

Dear Sir/Madame:

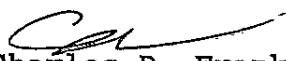
The undersigned attorney is herewith submitting the following documents to form the above referenced corporation:

1. Three (3) copies of Articles of Incorporation;
2. Certificate of Designating Place of Business (Registered Agent document); and
3. Check in the amount of \$ 70.00 to cover the filing fee for said corporation.

We kindly request that you forward back to the undersigned a stamped copy of the Articles of Incorporation with the date of incorporation at your earliest convenience.

If you have any questions, please do not hesitate to call.

Very truly yours,


Charles D. Franken

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Enclosures

FILED
99 JUN 28 PM 5:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-9
WS

**ARTICLES OF INCORPORATION
OF
FOOD SERVICE COMPANY OF AMERICA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

FIRST: The name of the corporation is:

FOOD SERVICE COMPANY OF AMERICA, INC.

SECOND: The principal place of business and mailing address of this corporation shall be:

PMB 317
8930 State Road 84
Davie Fl 33324

THIRD: The aggregate number of shares of stock that this corporation is authorized to issue is Five Thousand (5,000) Shares of one class only, \$.01 par value.

FOURTH: The street address of the initial registered office of the corporation is 8181 W. Broward Boulevard, Suite 360, Plantation, Florida 33324, and the name of the initial registered agent at such address for the corporation shall be CHARLES D. FRANKEN.

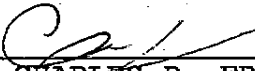
FIFTH: The number of initial Board of Directors shall be one (1) who shall be:

VINCENT J. MAZZEI

SIXTH: The name and address of each incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
CHARLES D. FRANKEN	8181 W. Broward Boulevard Suite 360 Plantation, FL 33324

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
23th day of JUNE, 1999.



CHARLES D. FRANKEN

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE 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 SERVICE COMPANY OF AMERICA, INC. qualified to
do business under the laws of the State of Florida with its
principal office at PMB 317, 8930 State Road 84 County of Broward,
State of Florida, hereby designates CHARLES D. FRANKEN, whose
address is 8181 W. Broward Boulevard, Suite 360, Plantation, FL
33324 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (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.

By: 
CHARLES D. FRANKEN
(Registered Agent)

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99 JUN 28 PM 5:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA