



THE LAW OFFICE OF
KEVIN F. JURSINSKI, P.A.

Business, Sports And Entertainment Law

Florida Board Certified Real Estate Attorney

7-1-99
990000062989

July 2, 1999

EFFECTIVE DATE
7-1-99

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
99 JUL -8 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: HANG TEN FOODS, INC.

200002926442--9
-07/08/99--01063--015
*****122.50 *****78.75

Dear Sirs:

Enclosed please find Articles of Incorporation and a Certificate Designating Registered Agent for the above corporation.

We respectfully request that these articles be filed. We have enclosed our check in the amount of \$122.50 for the filing fees and return of a certified copy of the Articles of Incorporation to the undersigned.

Should you have any questions, please do not hesitate to contact my office. Thank you for your assistance in this matter.

Respectfully,

KEVIN F. JURSINSKI

KFJlh

Enclosure

cc: Scott Beierle

c:\client\beierle\secofstate\tr.2

7/5/99
[Signature]

**ARTICLES OF INCORPORATION
OF
HANG TEN FOODS, INC.**

EFFECTIVE DATE
7-1-99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of this corporation is HANG TEN FOODS, INC. and the mailing address of the corporation shall be 11701 Pinewood Lakes Drive, Fort Myers, FL 33913.

ARTICLE TWO

The date of the commencement of corporate existence of the corporation shall be the date these Articles are executed.

ARTICLE THREE

The duration of the corporation is perpetual.

ARTICLE FOUR

The general purposes for which the corporation is organized are:

1. To engage in the business of retail sales of food and beverages.
2. To transact any other lawful business for which corporation may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FIVE

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00).

ARTICLE SIX

The street address of the initial registered office of the corporation is 2222 Second Street, Fort Myers, Florida 33901, and the name of the initial registered agent is Kevin F. Jursinski.

ARTICLE SEVEN

The number of Directors constituting the initial Board of Directors of the Corporation is one (1). The names and addresses of the persons who are to serve as directors of the initial Board of Directors of the Corporation until the first election or until their duly elected successor is qualified and installed is:

SCOTT BEIERLE
11701 Pinewood Lakes Drive
Fort Myers, FL 33913

ARTICLE EIGHT

The name and address of each incorporator is:

SCOTT BEIERLE
11701 Pinewood Lakes Drive
Fort Myers, FL 33913

ARTICLE NINE

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

EXECUTED by the undersigned in Fort Myers, Florida, this 1st day of JULY, 1999.

Scott Beierle
SCOTT BEIERLE

STATE OF FLORIDA

SS:

COUNTY OF LEE

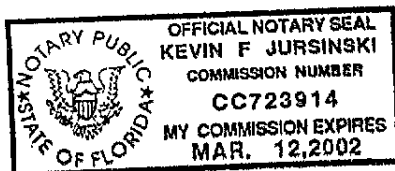
BEFORE ME personally appeared SCOTT BEIERLE who is personally known to me ~~or who has produced~~ _____ as identification and who did ~~(did not)~~ take an oath.

My Commission Expires:

[Signature]
NOTARY PUBLIC

(Notary Public Typed/Printed Name)

(SEAL)



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF 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 HANG TEN FOODS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Fort Myers, State of Florida, has named Kevin F. Jursinski, of Fort Myers, Florida, as its agent to accept service of process within Florida.

HANG TEN FOODS, INC.


SCOTT BEIERLE
Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated: 7/1/99

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.

7.1.99
Date


Kevin F. Jursinski