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JAN A. YELEN
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MARTIN YELEN (RETIRED)
IRVING YELEN (1924-1980)

July 14, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600002932136-- 5
-07/15/99--01050--004
****122.50 ****78.75

Re: School Food Service Systems, Inc.

Dear Sir:

Enclosed please find Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for the referenced corporation, together with our check to cover the following:

Filing Fee	\$ 35.00
Resident Agent Fee	35.00
Certified Copy	52.50
	<u>\$122.50</u>

Please forward a certified copy to us.

Very truly yours,

YELEN & YELEN, P.A.


JAN A. YELEN

JAY:kk
Enclosure

FILED
99 JUL 15 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER JUL 22 1999

ARTICLES OF INCORPORATION
OF
SCHOOL FOOD SERVICE SYSTEMS, INC.

FILED
99 JUL 15 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation is:

SCHOOL FOOD SERVICE SYSTEMS, INC.

ARTICLE II

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

12701 N.W. 38th Avenue
Opa Locka, Florida 33054

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 100 having a par value of \$1.00 per share.

ARTICLE IV

The name and address of the initial registered agent of the corporation is:

JAN A. YELEN
YELEN & YELEN, P.A.
1104 Ponce de Leon Boulevard
Coral Gables, Florida 33134

ARTICLE V

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

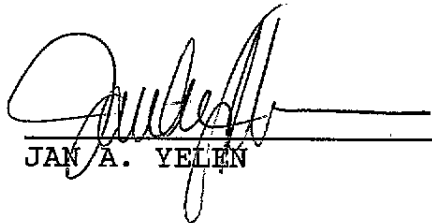
JAN A. YELEN
YELEN & YELEN, P.A.
1104 Ponce de Leon Boulevard
Coral Gables, Florida 33134

ARTICLE VI

The shareholders shall have the preemptive right to acquire unissued or treasury shares or securities convertible or carrying the right to subscribe to or acquire shares of the Corporation.

The shares of other corporations or going businesses may be purchased by the Corporation in return for the issuance of its capital stock and said purchase shall be on such basis and for such consideration and the issuance of such amounts of capital stock as the Directors may determine. All such acquisitions shall be ratified by the shareholders before they shall be effective.

The undersigned has executed these Articles of Incorporation this 14th day of July, 1999.



JAN A. YELEN

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED

99 JUL 15 PM 2:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

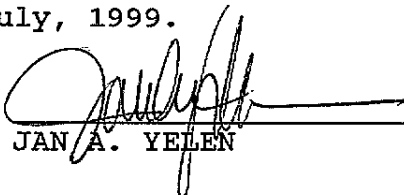
1. The name of the corporation is:

SCHOOL FOOD SERVICE SYSTEMS, INC.

2. The name and address of the registered agent and office is

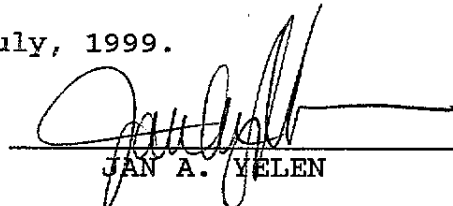
JAN A. YELEN
YELEN & YELEN, P.A.
1104 Ponce de Leon Boulevard
Coral Gables, Florida 33134

Dated this 14th day of July, 1999.


JAN A. YELEN

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated this 14th day of July, 1999.


JAN A. YELEN