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August 19, 1999

Secretary of State
Division of Corporations
Tallahassee, Florida 32304

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-08/24/99--01032--003
122.50 **78.75

Re: STAR FOODS, INC.

Dear Sir or Madame:

Enclosed please find original and one (1) copy of the Articles of Incorporation of the above named corporation, for incorporation under the laws of the State of Florida, as well as designation of Resident Agent. It is requested that the duplicate copy of the Articles of Incorporation be endorsed, certified and returned to our office. Corporate existence shall begin upon the signing of the articles.

Also enclosed is our check in the amount of \$122.50; to cover \$35.00 for filing fee; \$52.50 for certified copy, and \$35.00 for Registered Agent designation.

Very truly yours,

DAVID E. OLSON, P.A.

David E. Olson

David E. Olson, Esq.

DEO:lg
enclosures

8/27/99
[Signature]

FILED
99 AUG 24 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
STAR FOODS, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE - NAME

The name of the corporation is **STAR FOODS, INC.** The mailing address of the corporation is Post Office Box 633, San Antonio Florida, 33576

ARTICLE TWO - TERM OF EXISTENCE

The duration of the corporation is perpetual. Corporate existence is to commence upon the signing of the Articles of Incorporation provided that the Articles are filed with the Secretary of State within five (5) days after signing.

ARTICLE THREE - NATURE OF BUSINESS

The general purposes for which this corporation is organized are:

To transact and engage in any activity or business permitted under the laws of the United States and the State of Florida, except that it is not to conduct banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition. To do such other things as are

incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One Hundred (100). Such shares will be of a single class.

ARTICLE FIVE - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred (\$500.00) Dollars. Capital contributions shall be in cash or other equivalent property, but shall not include services.

ARTICLE SIX - ADDRESS

The street address of the initial registered office of the corporation is 13905 State Road 52, San Antonio, Florida 33576, and its initial registered agent is KEVIN R. COFFELT. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE SEVEN - INITIAL DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is two (2). The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE EIGHT - DIRECTORS

The name and address of the persons who are to serve as members of the initial Board of Directors and Officers of the

corporation is as follows:

NAME	ADDRESS	OFFICE
KEVIN R. COFFELT	13905 State Road 52 San Antonio, Fl 33576	President
REBECA PURSEHOUSE	13905 State Road 52 San Antonio, Fl 33576	Secretary/ Treasurer

ARTICLE NINE - INCORPORATOR

The name and address of the Incorporators signing these Articles of Incorporation is:

NAME	ADDRESS
KEVIN R. COFFELT	13905 State Road 52 San Antonio, Fl. 33576
REBECCA PURSEHOUSE	13905 State Road 52 San Antonio, Fl. 33576

ARTICLE TEN - AMENDMENT

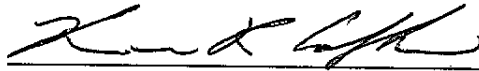
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholder, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE ELEVEN - BY-LAWS

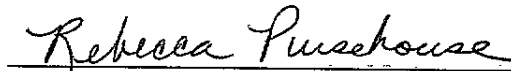
The power to make By-Laws of and for the corporation shall be vested in the Board of Directors.

We, the undersigned, being the original Incorporators to the capital stock hereinbefore described, for the purpose of forming a

corporation for profit under the laws of the State of Florida, do hereby make and file this certificate, hereby declaring and certifying that the facts contained therein are true and I have hereunto set my hands and seals this 19 day of August, 1999.



KEVIN R. COFFELT



REBECCA PURSEHOUSE

STATE OF FLORIDA
COUNTY OF PASCO

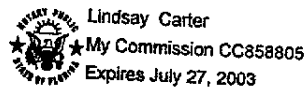
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to take acknowledgments, KEVIN R. COFFELT and REBECCA PURSEHOUSE, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed such instrument. KEVIN R. COFFELT () is known to me personally or (☒) has produced Driver's License as identification. REBECCA PURSEHOUSE () is known to me personally or (☒) has produced Driver's License as identification.

WITNESS my hand and official seal in the County and State named above this 19 day of August, 1999.



Notary Public, State of Florida at Large
(NOTARIAL SEAL)

My Commission expires:



**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 **STAR FOODS, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of San Antonio, Florida, has named

KEVIN R. COFFELT
13905 State Road 52
San Antonio, Florida 33576

as agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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.



KEVIN R. COFFELT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA