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VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-10/22/99--01081--014
*****70.00 *****70.00

Re: Elson Food Management Corp.

Dear Sir/Madam:

Enclosed for filing are the original and one (1) copy of the Articles of Incorporation for Elson Food Management Corp. and our firm check in the amount of \$70.00 for the filing fee. The fees include \$35.00 for filing of the Articles of Incorporation and \$35.00 for the filing of the Registered Agent form.

Please return all correspondence concerning this matter to the following:

Philip M. Shasteen, Esq.
Johnson, Blakely, Pope, Bokor, Ruppel & Burns, P.A.
100 North Tampa Street, Suite 1800
Tampa, FL 33602

Please call me if you have any questions. Thank you.

Very truly yours,

JOHNSON, BLAKELY, POPE,
BOKOR, RUPPEL & BURNS, P.A.

Philip M. Shasteen

Enc.
mda/#45193

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T BROWN OCT 26 1999

ARTICLES OF INCORPORATION
of
ELSON FOOD MANAGEMENT CORP.

FILED
99 OCT 22 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND MAILING ADDRESS

The name of this corporation is Elson Food Management Corp. and the mailing address of this corporation is 8576 Sweet Magnolia Place, St. Petersburg, Florida 33777.

ARTICLE II - DURATION; EFFECTIVE DATE

This corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is One Hundred (100), each of which shall be \$.001 par value per share common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8576 Sweet Magnolia Place, St. Petersburg, Florida 33777, and the name of the initial registered agent of this corporation at that address is Max V. Elson.

ARTICLE V - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Max V. Elson, 8576 Sweet Magnolia Place, St. Petersburg, Florida 33777.

Prepared by:
Philip M. Shasteen, Esq.
100 N. Tampa St., Ste. 1800
Tampa, FL 33602
813-225-2500
Florida Bar Number: 0194712

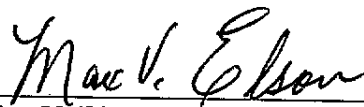
ARTICLE VI - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE VII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of October, 1999.


Max V. Elson

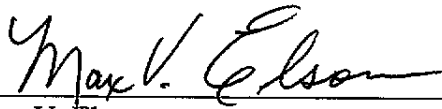
INCORPORATOR

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Florida Statutes Section 48.091, Elson Food Management Corp. desiring to organize under the laws of the State of Florida, hereby designates Max V. Elson, 8576 Sweet Magnolia Place, St. Petersburg, Florida 33777, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Florida Statutes Section 48.091(2) relative to maintaining an office for the service of process.



Max V. Elson

#45132

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99 OCT 22 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA