



THE UNITED STATES
CORPORATION
COMPANY

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FILED
99 DEC 23 PM 12: 23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 527543 83577A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 23, 1999

ORDER TIME : 10:16 AM

ORDER NO. : 527543-005

CUSTOMER NO: 83577A

CUSTOMER: E. Glenn Tucker, Esq
RHODES & TUCKER
RHODES & TUCKER
Suite 204
950 North Collier Boulevard
Marco Island, FL 34145

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*****70.00 *****70.00

DOMESTIC FILING

NAME: FOODPRO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: PH 12/23/99

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FOODPRO, INC.

ARTICLE I
NAME

The name of this corporation is FOODPRO, INC.

ARTICLE II
DURATION

The corporation shall have a perpetual existence.

ARTICLE III
PURPOSE

The general nature of the business to be transacted is all lawful business,
including the authority:

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge,
sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with,
goods, wares, merchandise, real and personal property, and services, of every class, kind and
description; that it is not to conduct a 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.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 1,000 shares of common stock having no par value.

ARTICLE V
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be Sun Bank Centre-Suite 204, 950 North Collier Blvd., Marco Island, County of Collier, State of Florida, 34145, and the initial registered agent of this corporation at such office shall be E. GLENN TUCKER, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process. The principal office of this corporation is 176 S. Collier Blvd., Unit No.1004, Marco Island, FL 34145.

ARTICLE VI
MANAGEMENT OF CORPORATION

The business of this corporation shall be managed by the stockholders rather than by a Board of Directors.

The stockholders shall be deemed directors and shall be subject to the liabilities of directors. Any action required of directors may be taken by the stockholders pursuant to law. Each stockholder shall have one vote per share of stock.

ARTICLE VII
INITIAL SUBSCRIBERS AND INCORPORATORS

The names and street addresses of the persons signing these Articles of

Incorporation are:

<u>Name</u>	<u>Address</u>
John W. Stein	176 S. Collier Blvd., Unit No.1004 Marco Island, FL 34145
Ann R. Stein	176 S. Collier Blvd., Unit No.1004 Marco Island, FL 34145

John W. Stein
JOHN W. STEIN

Ann R. Stein
ANN R. STEIN

INCORPORATORS

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing Articles of Incorporation of FOODPRO, INC., were acknowledged before me this 23rd day of December, 1999, by JOHN W. STEIN and ANN R. STEIN, as Incorporators.

Cynthia Cabo Sellers
Notary Public

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for FOODPRO, INC., at the place designated in the Articles of Incorporation, E. GLENN TUCKER, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: 12/22/99

E. Glenn Tucker
E. GLENN TUCKER

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TALLAHASSEE, FLORIDA