

P97000035047

FRINGS, INC. TERE A ROMA
 (Requestor's Name)
 2805 LITTLE DEAL ROAD
 (Address)
 TALLAHASSEE, FLORIDA 32308 (904) 385-6735
 (City, State, Zip) (Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Z M & W Foods, inc (Corporation Name) _____ (Document #) _____
2. _____ (Corporation Name) _____ (Document #) _____
3. _____ (Corporation Name) _____ (Document #) 700002147607--5
-04/18/97--01040--005
*****70.00 *****70.00
4. _____ (Corporation Name) _____ (Document #) _____

- Walk in
 Pick up time 2.00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Statu

FILED
 RECEIVED
 97 APR 18 PM 11:41
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA 32311
 CORPORATION DIVISION

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

H/18

Examiner's Initials _____

ARTICLES OF INCORPORATION
OF
Z M & W FOODS, INC.

The undersigned, acting as incorporator under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is:

Z M & W FOODS, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation is being organized for the transaction of any and all lawful business permitted under the Florida Business Corporation Act and the laws of the United States.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue is One Thousand (1,000) shares with a par value of ONE DOLLAR (\$1.00) each. All of the shares are of one class only.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V. ADDRESS

The initial post office address of the principal office of this corporation is: 251 Creekside Drive, Fernandina Beach, FL 32034. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time in accordance with the by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS

The name and post office addresses of the initial director, who shall hold office for the first year of corporate existence or until his successors are elected or appointed and have qualified are:

<u>DIRECTOR</u>	<u>ADDRESS</u>
GEORGE WAYNE HARRISON	251 Creekside Drive Fernandina Beach, FL 32034

ARTICLE VIII. INCORPORATOR

The name and post office address of the incorporator of this corporation is: 251 Creekside Drive, Fernandina Beach, FL 32034.

ARTICLE IX. OFFICERS

The names and post office addresses of the officers who shall hold office for the first year of corporate existence or until their successors are elected or appointed are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
GEORGE WAYNE HARRISON	President/ Secretary	251 Creekside Drive Fernandina Beach, FL 32034

ARTICLE X. REGISTERED AGENT

The name and address of the initial registered agent of this corporation is: GEORGE WAYNE HARRISON, 251 Creekside Drive, Fernandina Beach, FL 32034.

ARTICLE XI. AMENDMENTS

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 stockholders, and approved at a stockholders' meeting by a majority of the issued and outstanding stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of

Incorporation be made. Each and every action required to be voted upon and thereby approved by the stockholders shall be approved by a majority vote of the stockholders.

EXECUTED this 16TH day of APRIL, 1997.

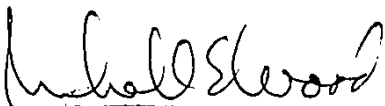


GEORGE WAYNE HARRISON, Incorporator

STATE OF FLORIDA

COUNTY OF NASSAU

The foregoing instrument was acknowledged before me this 16TH day of APRIL, 1997, by GEORGE WAYNE HARRISON, who is personally known to me or who presented personally known as identification and who did take an oath.



Name: MARSHALL E. WOOD,
Notary Public, State of Florida

My Commission Expires:



MARSHALL E. WOOD
Comm. No. CC 3597GT
My Comm. Exp. Apr. 25, 1998
Bonded thru Richard Ins. Agency

CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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:

Z M & W FOODS, INC.

2. The name and address if the registered agent and office is:

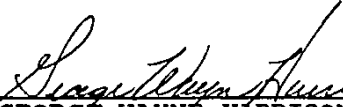
GEORGE WAYNE HARRISON
(Name)

251 Creekside Drive

(P. O. Box not acceptable)

Fernandina Beach, FL 32034
(City/State/Zip)

Signature


GEORGE WAYNE HARRISON
(corporate officer)

Title

INCORPORATOR

Date

April 16, 1997

SECRETARY OF STATE
TALLAHASSEE FLORIDA

97 APR 18 PM 4:45

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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.

Signature:


GEORGE WAYNE HARRISON

Date:

April 16, 1997

Registered Agent Filing Fee: \$35.00