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AUTHORIZATION :

*Patricia Pappas*

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DIVISION OF CORPORATIONS  
00 MAY 25 PM 2:53

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CUSTOMER NO: 113642A

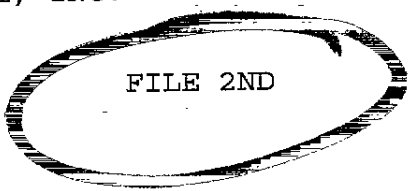
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CUSTOMER: Bruce R. Abernethy, Jr., Esq  
BRUCE R. ABERNETHY, JR., P.A.  
BRUCE R. ABERNETHY, JR., P.A.  
Suite 6  
900 Virginia Avenue  
Ft. Pierce, FL 34982

DOMESTIC FILING

NAME: SUN VALLEY COLD STORAGE, INC.

EFFECTIVE DATE:



FILE 2ND

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: Pollye Janisse

EXAMINER'S INITIALS:

RECEIVED  
00 MAY 25 PM 12:16  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY 25 PM 2: 53

**Articles of Incorporation**  
of  
**Sun Valley Cold Storage, Inc.**

Pursuant to the Florida Business Corporation Act the undersigned, acting as Incorporator of a corporation, hereby adopts the following Articles of Incorporation for such Corporation:

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

**Article I**  
**Name**

The name of the Corporation is Sun Valley Cold Storage, Inc.

**Article II**  
**Corporate Existence**

The Corporation's existence shall be perpetual and shall be effective upon the filing of these Articles of Incorporation with the Florida Department of State.

**Article III**  
**Stock**

**Section A. Authorized Common Voting Shares.** The aggregate number of common voting shares which the Corporation is authorized to issue is 10,000 shares of no par value common voting stock.

1. **Voting Rights and Notice.** At all meetings of Shareholders, each Shareholder shall be entitled to one vote for each share of common voting stock held by him, which may be cast by the Shareholder in person or by proxy. The holders of common voting shares issued and outstanding, except where otherwise provided by law or by these Articles of Incorporation, shall have and possess the exclusive right to notice of Shareholders' meetings and the exclusive voting right and power.

2. **Dividends.** Except where otherwise provided by law or by these Articles of Incorporation, dividends may be paid on the common voting shares out of any assets at the time legally available therefor. Any dividend

so declared shall be distributed among and paid to the holders of the outstanding common voting shares without distinction according to their respective shares.

3. Liquidation. Except where otherwise provided by law or by these Articles of Incorporation, in the event of the voluntary or involuntary liquidation, dissolution, or winding up of this Corporation, subject to all of the preferential rights of the holders of any preferred shares on distributions or otherwise, the holders of the common voting and non-voting shares shall be entitled to receive all of the remaining assets of the Corporation and such assets shall be distributed to the holders of the outstanding common voting and non-voting shares without distinction according to their respective shares.

Section B. Authorized Common Non-Voting Shares. The aggregate number of common non-voting shares which the Corporation is authorized to issue is 10,000 shares of no par value common non-voting stock.

1. Dividends. Except where otherwise provided by law or by these Articles of Incorporation, dividends may be paid on the common non-voting shares out of any assets at the time legally available therefor. Any dividend so declared shall be distributed among and paid to the holders of the outstanding common non-voting shares without distinction according to their respective shares.

2. Liquidation. Except where otherwise provided by law or by these Articles of Incorporation, in the event of the voluntary or involuntary liquidation, dissolution, or winding up of this Corporation, subject to all of the preferential rights of the holders of any preferred shares on distributions or otherwise, the holders of the common voting and non-voting shares shall be entitled to receive all of the remaining assets of the Corporation and such assets shall be distributed to the holders of the outstanding common voting and non-voting shares without distinction according to their respective shares.

Section C. Cumulative Voting. There shall be no cumulative voting.

Section D. No Pre-emptive Rights of Shareholders. No holder of any shares of the Corporation shall have any pre-emptive or other subscription rights or be entitled, as of right, to purchase or subscribe for any part of the unissued shares of the Corporation or of any additional shares issued by reason of any increase of authorized shares of the Corporation or other securities whether or not convertible into shares of the Corporation.

Section E. Right to Redeem Stock. Without regard to any other power to purchase shares of the Corporation as permitted by law, the Corporation by action of the Board of Directors may purchase outstanding shares in an amount not to exceed its capital and paid-in surplus.

Section F. First Lien. The Corporation shall have a first lien upon the shares of any Shareholder for any debt or liability owing by such Shareholder to the Corporation.

Section G. Transfer of Shares of Indebted Shareholder. If a Shareholder shall be indebted to the Corporation, the Directors may refuse to consent to a transfer of his or her shares until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the share certificates.

#### **Article IV** **Registered Agent And Office**

The address of the initial Registered Office of the Corporation is 1450 Bell Ave., Ft. Pierce, Florida 34982, and the name of its initial Registered Agent at such address is Brenda Calandro.

#### **Article V** **Principal Office**

The address of the principal office of the Corporation is 1450 Bell Ave., Ft. Pierce, Florida 34982. The mailing address of the Corporation is: P.O. Box 13390, Ft. Pierce, FL 34979-3390.

#### **Article VI** **Incorporator**

The name and address of the Incorporator is:

Brenda Calandro  
1450 Bell Ave.  
Ft. Pierce, Florida 34982

The Incorporator, whose name and address is set forth above, shall serve as Director of the Corporation until the first annual meeting of the Shareholders of the Corporation, or until its successor is elected and qualified.

**Article VII**  
**Purpose And Power**

The Corporation shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Florida Business Corporation Act.

**Article VIII**  
**Directors**

The number of Directors constituting the initial Board of Directors is one. The name and address of the person, who is to serve as Director until the first annual meeting of Shareholders or until its successor is elected and shall qualify, is:

**Name and Address**

Brenda Calandro  
1450 Bell Ave.  
Ft. Pierce, Florida 34982

After the initial Board of Directors, the Board shall consist of such number of Directors as shall be fixed by the Bylaws of the Corporation.

Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified, unless removed from office by a majority vote of the Shareholders represented at a special meeting of Shareholders properly called and held in accordance with the Articles of Incorporation and Bylaws of the Corporation.

**Article IX**  
**Committees**

The Board of Directors may designate from its number an Executive Committee and one or more other committees, each to consist of at least one Director, which shall in the intervals between its meetings and to the extent provided by the Bylaws exercise all the powers of the Board of Directors so far as it may lawfully do so in the management of the business and affairs of the Corporation.

**Article X**  
**Officers**

The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and assistant Officers as shall be named by the Board of Directors pursuant to the Bylaws of the Corporation. The initial

Officers of the Corporation, who shall serve as such until the first meeting of the Board of Directors or until their successors are elected and shall qualify, are:

<u>Office</u>	<u>Name and Address</u>
President	Brenda Calandro 1450 Bell Ave. Ft. Pierce, Florida 34982
Vice President	R. Keith Burd 1450 Bell Ave. Ft. Pierce, Florida 34982
Secretary	Kimberly Calandro 1450 Bell Ave. Ft. Pierce, Florida 34982

**Article XI**  
**Corporate Seal**

This Corporation shall have a corporate seal.

**Article XII**  
**Real Estate Documents**

All conveyances and mortgages of and leases relating to real property made by the Corporation shall be executed by the President or a Vice President, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by the President or a Vice President.

**Article XIII**  
**Non-Liability Of Directors**

A Director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for any transaction from which the Director derived an improper personal benefit, or (iv) acts or omissions for which non-liability is prohibited under the Florida Business Corporation Act. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. If the Florida Business Corporation Act is hereafter changed to permit further elimination or limitation of the

liability of Directors for monetary damages to the Corporation or its Shareholders, then the liability of a Director of this Corporation shall be eliminated or limited to the full extent then permitted.

**Article XIV**  
**Indemnification Of Directors**

This Corporation shall indemnify a Director of this Corporation, and each Director of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Director or person relating to his or her conduct as a Director of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of a Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which a Director derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the Florida Business Corporation Act, or (v) against judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such Director shall be adjudged liable to the Corporation.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Shareholders, or disinterested Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director and shall inure to the benefit of the heirs, executors, and administrators of such person.

**Article XV**  
**Indemnification Of Officer-Directors**

This Corporation shall indemnify an Officer-Director of this Corporation, and each Officer-Director of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Officer-Director or person relating to his or her conduct as an Officer-Director of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory

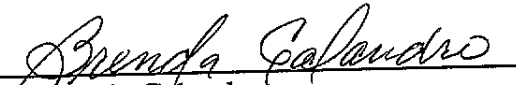
indemnification required by this sentence shall not apply (i) to a breach of an Officer-Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which an Officer-Director derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the Florida Business Corporation Act, or (v) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such Officer-Director shall be adjudged liable to the Corporation.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Shareholders, or disinterested Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer-Director and shall inure to the benefit of the heirs, executors, and administrators of such person.

**Article XVI**  
**Amendment Of Articles**

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon Shareholders herein are granted subject to this reservation.

Dated May 24, 2000.

  
\_\_\_\_\_  
Brenda Calandro  
Incorporator



Acceptance

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 obligation of my position as registered agent.

Brenda Calandro  
(Signature of Registered Agent)

May 24, 2000  
(Date)

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DIVISION OF CORPORATIONS  
00 MAY 25 PM 2:53

State of Florida )  
County of St. Lucie ) ss.

The foregoing instrument was acknowledged before me this May 24, 2000 by Brenda Calandro.

(Seal, if any)

[Signature]  
Notary Public in and for  
said State

My commission expires on \_\_\_\_\_.



Bruce R. Abernethy, Jr.  
MY COMMISSION # CC818811 EXPIRES  
July 18, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.