

**Electronic Articles of Incorporation
For**

P03000157011
FILED
December 24, 2003
Sec. Of State

GRACE FOODS (USA) INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:
GRACE FOODS (USA) INC.

Article II

The principal place of business address:
6205 BLUE LAGOON DRIVE
210
MIAMI, FL. US 33126

The mailing address of the corporation is:
6205 BLUE LAGOON DRIVE
210
MIAMI, FL. US 33126

Article III

The purpose for which this corporation is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:
100

Article V

The name and Florida street address of the registered agent is:
GREGORY SOLOMON
6205 BLUE LAGOON DRIVE
210
MIAMI, FL. 33126

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: GREGORY SOLOMON

Article VI

The name and address of the incorporator is:

EDWARDS & CARSTARPHEN
4960 SW 72 AVENUE
SUITE #301
MIAMI, FL 33155

Incorporator Signature: DEBORAH M. EDWARDS

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P, D
GREGORY SOLOMON
6205 BLUE LAGOON DRIVE, SUITE 210
MIAMI, FL. 33126 US

Title: D
ERWIN BURTON
73 HARBOUR STREET
KINGSTON, KN. 0 JA

Title: D
MAUREEN DENTON
12 CELTIC WAY
PARSIPPANY, NJ. 07054 US

Title: VP
DERRICK REKORD
6205 BLUE LAGOON DRIVE, SUITE 210
MIAMI, FL. 33126 US

Article VIII

The effective date for this corporation shall be:

12/23/2003