

To: The Florida Dept. of State
Subject: 000009.177809

For: Ashley Smith

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Division of Corporations

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Division of Corporations
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Fax Number : (850) 617-6381

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

000 409.121809

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: burton.landy@akerman.com

FLORIDA PROFIT/NON PROFIT CORPORATION
NUNEZ FOODS, INC.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
NUÑEZ FOODS, INC.

ARTICLE I

The name of the corporation is NUÑEZ FOODS, INC. (hereinafter the "Corporation").

ARTICLE II

The address of the principal office and mailing address of the Corporation is c/o Burton A. Landy, One S.E. Third Avenue, 25th Floor, Miami, Florida 33131.

ARTICLE III

The purpose for which the Corporation is organized is to transact any lawful business.

ARTICLE IV

This Corporation shall have the authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$1.00 per share. Each issued and outstanding shares of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE V

The street address of the Corporation's initial registered office is 515 East Park Avenue, Tallahassee, Florida 32301 and the name of its initial registered agent at such office is CorpDirect Agents, Inc.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time-to-time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is three, and the names and addresses of the members of the initial Board of Directors who will serve as the Corporation's directors until their successors are duly elected and qualified are:

Elpidio Nuñez, Jr., Chairman
P.O. Box 10718
Caparra Heights Station
San Juan, Puerto Rico 00922

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Elpidio Nuñez, III
P.O. Box 10718
Caparra Heights Station
San Juan, Puerto Rico 00922

Ventura Nuñez
P.O. Box 10718
Caparra Heights Station
San Juan, Puerto Rico 00922

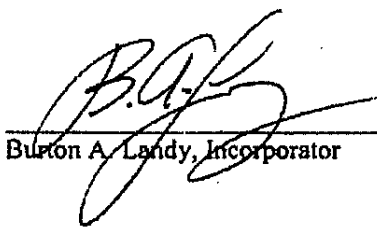
ARTICLE VII

The name of the Incorporator is Burton A. Landy and the address of the Incorporator is One S.E. Third Avenue, 25th Floor, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida, has signed these Articles of Incorporation this 23rd day of March, 2010.



Burton A. Landy, Incorporator

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CERTIFICATE OF
ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **NUÑEZ FOODS, INC.**, a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 23rd day of March, 2010.

CorpDirect Agents, Inc., Registered Agent

By: 

Name: Michele Holden

Title: Assistant Secretary

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