

APR. 25. 2002. 12:28PM

PORGES, HAMLIN, KNOWLES & PROUTY

NO. 5781 P. 1/4

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337402

Florida Department of State
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DIVISION OF CORPORATIONS

BASIC AMENDMENT
HARLEE PACKING, INC.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

AMENDED 4/25
4

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Division of Corporations

PORGES, HAMLIN, KNOWLES & PROUTY

NO. 5781 P. 2/4

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FAX AUDIT NO:

**ARTICLES OF AMENDMENT AND RESTATEMENT
TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
HARLLEE PACKING, INC.**

FILED
02 APR 25 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1007, Florida Statutes, the Corporation desires to amend and restate its Amended and Restated Articles of Incorporation, the original Articles having been filed with the Department of the State of Florida on November 6, 1968, and the Amended and Restated Articles of Incorporation filed December 16, 1985, and Articles of Amendment to the Amended and Restated Articles of Incorporation filed April 16, 1998, under Document Number 337402, (collectively the Articles of Incorporation).

AMENDMENT

The Articles of Incorporation of Harlee Packing, Inc. are hereby amended and restated in their entirety as follows:

Article 1. Name. The name of this Corporation is HARLLEE PACKING, INC.

Article 2. Principal Office. The mailing address and principal place of business of the corporation is 2308 U.S. Hwy 301 North, Palmetto, Florida 34221.

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purpose. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

Article 5. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is three thousand eight hundred (3,800) shares of common stock having a par value of Ten Dollars (\$10.00) per share.

Article 6. Board of Directors. With respect to the appointment of the Board of Directors for the Corporation, Joseph Procacci or any successors to his stock that fall within the class of his "Permitted Transferee," as defined in the Shareholders' Agreement (referenced in Article 7 below), shall be entitled to appoint two (2) Directors for the Board and shall have sole authority to remove those two (2) Directors. All other Directors shall be elected and removed by vote of the Shareholders as provided in the Bylaws and Shareholders' Agreement.

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Article 7. Shareholders' Agreement. The Shareholders and the Company have executed a Shareholders' Agreement dated April 4, 2002 under Section 607.0732 of the Florida Statutes relating to the rights of the Shareholders and such other persons who may thereafter become Shareholders of the Corporation.

Article 8 Registered Office and Agent. The street address of the Registered Office of the Corporation is 2308 U.S. Hwy 301 North, Palmetto, Florida 34221 and the name of its Registered Agent at that address is John P. Harlee, IV.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

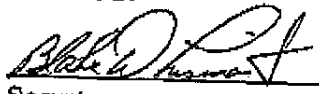
Article 10. Amendment. The power to amend or repeal any provisions contained in these Articles of Incorporation is reserved to the Shareholders by an affirmative vote of seventy percent (70%) of the shares outstanding. The Board of Directors may not amend or repeal any provisions contained in these Articles of Incorporation or the Bylaws of the Company.

Article 11. Quorum and Voting Requirement. The presence, at any stockholders' meeting, in person or by proxy, of persons entitled to vote two-thirds (2/3rds) of the shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business. Except as otherwise provided in the Bylaws and Shareholders' Agreement, the affirmative vote of two-thirds (2/3rds) of the shares at the meeting shall be an act of the shareholders.

CERTIFICATE: This restatement contains amendments to the Articles which, pursuant to Article 9 of the Amended and Restated Articles of Incorporation, require approval by affirmative vote of eighty-one percent (81%) of the shares outstanding. The foregoing Amendment was adopted by the unanimous vote of all of the Shareholders at a Shareholders Meeting dated March 21, 2002. The number of votes cast for this Amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned authorized officer of the Corporation has signed these Articles of Amendment and Restatement to the Amended and Restated Articles of Incorporation on this 4 day of April, 2002.

ATTEST:


Secretary

By: 
JOHN P. HARLEE, IV, President