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April 11, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: KARLAIN FOODS, INC.

To Whom it May Concern:

Enclosed please find an original and one (1) copy of the Articles of Incorporation regarding the above-referenced corporation. Please have same filed with the Florida Department of State and return said copy and certification to the undersigned at your earliest convenience.

Our check in the amount of \$122.50 is enclosed for the filing fee.

If you have any questions regarding this corporation, please call.

Thank you for your prompt attention to this matter.

Very truly yours,

Val R. Patarini
VAL R. PATARINI

dk/
Enclosures

900003207359-1-6
-04/13/00-01068-003
\$122.50 **\$122.50

OFFICE OF THE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
KARLAIN FOODS, INC.

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TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporators to these Articles of Incorporation, of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation is **KARLAIN FOODS, INC.**

ARTICLE II
PURPOSE

To buy, sell, and manufacture food and food products and containers to pack and process food and food products.

To apply for, obtain, register, purchase, lease, or otherwise to acquire, and to hold, own, use, develop, operate, and introduce, and to sell, assign, grant licenses or territorial rights in respect to, or otherwise to turn to account or dispose of, any copyrights, trademarks, brands, labels, patent rights, or letters patent of the United States, or of any other country or government, or any inventions, improvements, and processes, whether used in connection with or secured under letters patent or otherwise.

To take, buy, exchange, lease or otherwise acquire real property and any interest or right therein, and to hold, own, operate, control, maintain, manage, and develop such property and interests in any manner that may be necessary, useful or advantageous for the purpose of this corporation.

To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interest of this corporation, and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws

pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as full as natural persons, firms, associations, or corporations, and in any part of the word.

The foregoing statement of purposes shall be construed as statement of both purposes and powers, shall be liberally construed in aid of powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in no wise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not limitation of said general powers.

ARTICLE III. **CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Nine Thousand (9,000) shares of common stock, each share having a par value of One (\$1.00) Dollar. Said authorized shares shall be voting shares.

Authorized capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV. **INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business is Nine Thousand and NO/100 Dollars (\$9,000.00).

ARTICLE V. **TERMS OF EXISTENCE**

This corporation shall have perpetual existence.

ARTICLE VI. **PRINCIPAL PLACE OF BUSINESS**

The initial street address of the principal place of business of this corporation is 1917

Recreation Drive, Sebring, FL 33872. The Board of Directors from time to time may designate such other address and place for the principal office of this corporation as it may seem fit.

ARTICLE VII.
REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **KARLAIN FOODS, INC.**, desiring to organize under the laws of the State of Florida, with its principal office in the City of Sebring, County of Highlands, has named **RICHARD GOEDEL**, located at 1917 Recreation Drive, Sebring, FL 33872, as its agent to accept service of process within the State.

ARTICLE VIII.
DIRECTOR(S)

The corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws of the corporation, but shall never be less than one (1).

ARTICLE IX.
INITIAL DIRECTOR(S)

The name and street address of the Initial Directors, who shall hold office until his/her successor(s) are elected and have qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD GOEDEL	1917 Recreation Drive, Sebring, FL 33872
JOYCE GOEDEL	1917 Recreation Drive, Sebring, FL 33872
VAL R. PATARINI	1850 West Main Street, Wauchula, FL 33873

----- The officer(s) of the Corporation, who shall hold office until their successor(s) are elected by the Board of Directors, shall be:

<u>NAME</u>	<u>MAILING ADDRESS</u>	<u>TITLE</u>
RICHARD GOEDDEL	1917 Recreation Drive Sebring, FL 33872	President
JOYCE GOEDDEL	1917 Recreation Drive Sebring, FL 33872	Secy/Treas.
VAL R. PATARINI	1850 West Main Street Wauchula, FL 33873	Vice-Pres.

ARTICLE X.
SUBSCRIBER(S)

<u>NAME AND ADDRESS</u>	<u>SHARES</u>	<u>AMOUNT</u>
RICHARD GOEDDEL 1917 Recreation Drive Sebring, FL 33872	3,000	\$3,000.00
JOYCE GOEDDEL 1917 Recreation Drive Sebring, FL 33872	3,000	\$3,000.00
VAL R. PATARINI 1850 West Main Street Wauchula, FL 33873	3,000	\$3,000.00

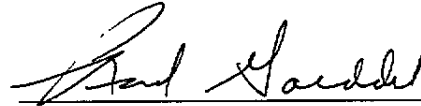
ARTICLE XI.
EFFECTIVE DATE

These Articles of Incorporation shall be effective on the granting of the Corporation by the State of Florida.

ARTICLE XII.
AMENDMENT

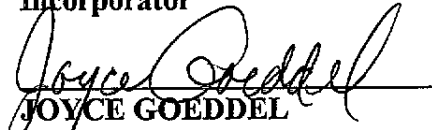
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at a stockholder's meeting by a majority Fifty One Percent (51%) of the intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, We have hereunto set my hands and seals, acknowledged,
and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this ____
day of April, 2000.



RICHARD GOEDEL

Incorporator



JOYCE GOEDEL

Incorporator

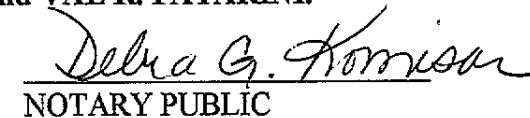


VAL R. PATARINI

Incorporator

STATE OF FLORIDA
COUNTY OF HIGHLANDS

The foregoing instrument was acknowledged before me this 11th day of April, 2000, by
RICHARD GOEDEL, JOYCE GOEDEL, and VAL R. PATARINI.



NOTARY PUBLIC

State of Florida at Large

Personally Known

My commission expires:



Debra G. Komisar
MY COMMISSION # CC894572 EXPIRES
January 23, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE

HAVING BEEN NAMED to accept service of process for the above-styled corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


RICHARD GOEDEL

FILED

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA