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ACCOUNT NO. : 072100000032

REFERENCE : 846437 7199649

AUTHORIZATION : Patricia Pigato

COST LIMIT : \$ 78.75

ORDER DATE : September 28, 2000

ORDER TIME : 11:01 AM

ORDER NO. : 846437-005

CUSTOMER NO: 7199649

CUSTOMER: Ms. Olga Duque  
Hunton & Williams

1 Biscayne Tower  
2 South Biscayne Blvd  
Miami, FL 33131

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 SEP 28 PM 3:23

100003407861--7

DOMESTIC FILING

NAME: SEABOARD WAREHOUSE TERMINALS  
HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
\_\_\_\_ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

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00 SEP 28 AM 11:32  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

9/28/00

00 SEP 20 PH 3: 23

**ARTICLES OF INCORPORATION**  
**OF**  
**SEABOARD WAREHOUSE TERMINALS HOLDINGS, INC.**

**ARTICLE I - NAME**

The name of the corporation is Seaboard Warehouse Terminals Holdings, Inc. (hereinafter called the "Corporation").

**ARTICLE II - INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office and mailing address of the Corporation is c/o National Brands, Inc., 9350 S. Dixie Highway, Suite 900, Miami, Florida 33156.

**ARTICLE III - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

A. The aggregate number of shares which the Corporation shall have the authority to issue is 1000 shares of Common Stock, par value \$.01 per share.

B. One hundred percent (100%) of the shares entitled to vote on a matter, represented in person or by proxy, shall constitute a quorum for action on that matter at a meeting of shareholders. If a quorum is present, action on a matter shall be by unanimous vote of the shareholders. In addition, any action required or permitted to be taken by written consent of the shareholders shall be effective if dated and signed by all of the shareholders.

C. Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

## **ARTICLE V - BOARD OF DIRECTORS**

The number of members of the Board of Directors shall be three (3). The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three (3). The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation. The names and addresses of the persons who shall serve as the initial members of the Board of Directors of the Corporation are as follows:

Andrew S. Blank  
9350 S. Dixie Highway, Suite 900  
Miami, Florida 33156

Mark Blank  
9350 S. Dixie Highway, Suite 900  
Miami, Florida 33156

Tony Blank  
9350 S. Dixie Highway, Suite 900  
Miami, Florida 33156

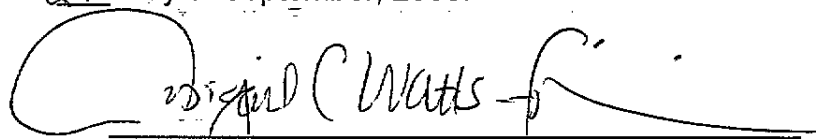
## **ARTICLE VI - INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is c/o National Brands, Inc., 9350 S. Dixie Highway, Suite 900, Miami, Florida 33156; and the name of the Corporation's initial registered agent at that address is Shelly Marciano.

## **ARTICLE VII - INCORPORATOR**

The name and address of the incorporator is Abigail C. Watts-FitzGerald, Hunton & Williams, One Biscayne Tower, Suite 2500, 2. S. Biscayne Boulevard, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27<sup>th</sup> day of September, 2000.

A handwritten signature in cursive script, reading "Abigail C. Watts-FitzGerald", written over a horizontal line.

Incorporator: Abigail C. Watts-FitzGerald

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DIVISION OF CORPORATIONS

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**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

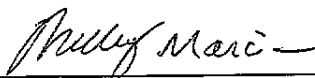
**W I T N E S S E T H:**

That Seaboard Warehouse Terminals Holdings, Inc., desiring to organize under the laws of the State of Florida, has named Shelley Marciano, located at c/o National Brands, Inc., 9350 S. Dixie Highway, Suite 900, Miami, Florida 33156, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 27<sup>th</sup> day of September, 2000.



Registered Agent