

P00000103138



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 885070 81133A

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV -2 PM 3:21

ORDER DATE : November 2, 2000

ORDER TIME : 1:43 PM

ORDER NO. : 885070-005

CUSTOMER NO: 81133A

CUSTOMER: Jose Saavedra, Esq
Jose A. Saavedra, Esq

500003449315--0

8th Floor
1428 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: B & G SPECIALTY FOODS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

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DIVISION OF CORPORATION

es
11/2/00

**ARTICLES OF INCORPORATION
OF
B & G SPECIALTY FOODS, INC.**

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DIVISION OF CORPORATIONS

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ARTICLE I - NAME AND ADDRESS

The name and mailing address of the Corporation is B & G Specialty Foods, Inc., c/o Jose A. Saavedra, Esq. 1428 Brickell Avenue, 8th Floor, Miami, Florida 33131.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000,000 shares of common stock having a one dollar (\$1.00) par value per share.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The initial registered office of this Corporation shall be 1428 Brickell Avenue, 8th Floor, Miami, FL 33131, and the initial registered agent of this Corporation at such office shall be Jose A. Saavedra, Esq., who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process, and with the provisions of Section 607.0505, Florida Statutes, as amended from time to time, with respect to his duties as registered agent.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) members. The number of directors may be increased from time to time by vote of the stockholders, but in no case shall the number of directors be more than five. The name and address of the directors constituting the initial Board of Directors is:

| <u>Name</u> | <u>Address</u> |
|------------------|---|
| Jose A. Saavedra | 1428 Brickell Avenue, 8th Floor Miami, Florida 33131 |

ARTICLE VII - INCORPORATOR

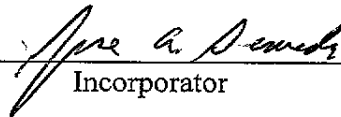
The name and street address of the person signing these Articles of Incorporation is:

Name

Address

Jose A. Saavedra

1428 Brickell Avenue, 8th Floor
Miami, FL 33131


Incorporator

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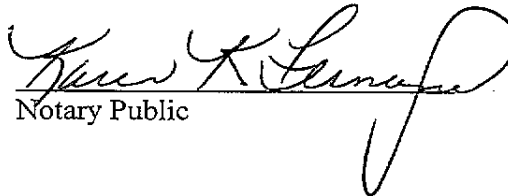
STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

The foregoing Articles of Incorporation of B & G Specialty Foods , Inc., were acknowledged before me this 30th day of October 2000 by Jose A. Saavedra, as Incorporator, who produced his Florida drivers license as identification, but did not take an oath.



OFFICIAL NOTARY SEAL
KAREN K. FERNANDEZ
COMMISSION NO. CC957027
MY COMMISSION EXP. AUG. 24, 2004

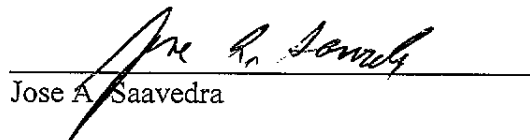
My commission expires :


Notary Public

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for B & G Specialty Foods , Inc., at the place designated in the Articles of Incorporation, Inc., Jose A. Saavedra, Esq., agrees to comply with the provisions of Section 48.091 relative to keeping open such office, and states that he is familiar with, and accepts, the obligations provided for in Section 607.0505.

Date: October 30, 2000


Jose A. Saavedra

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