

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Alpro North-America, Inc.

01 FEB 15 PM 12:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

<input checked="" type="checkbox"/> Profit <del>Ants.</del>	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

2/15/01

M.S.

Order#: 3601913

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

T. SMITH FEB 15 2001

**ARTICLES OF INCORPORATION  
OF  
ALPRO NORTH-AMERICA INC.**

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**FIRST:** The name of the corporation (the **Corporation**) is:

Alpro North-America Inc.

**SECOND:** (a) The street address of the initial principal office is:

Forshee Drive  
Westside Industrial Park  
Duval County  
Jacksonville, Florida 32219

(b) The mailing address of the Corporation is:

Gui L. Govaert  
2231 NE 192nd Street  
Miami, Florida 33180

**THIRD:** The purpose of the Corporation is to engage in, promote, and carry on any lawful act or activity for which corporations may be organized under the Corporations Law of Florida.

**FOURTH:** The total number of shares of stock which the Corporation shall have authority to issue is ten thousand (10,000), and the par value of each of such shares is one thousand dollars (\$1,000.00).

**FIFTH:** (a) The address of the initial registered office of the Corporation in the State of Florida is:

C T Corporation System  
1200 South Pine Island Road  
City of Plantation, Florida 33324

(b) The name of the Corporation's initial registered agent at the address of its registered office is:

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SIXTH: The powers of the Incorporator are to terminate upon the election of the first Board of Directors. The name and address of the Incorporator are as follows:

Carl A. Valenstein, Esq.  
1050 Connecticut Avenue N.W.  
Washington, D.C. 20036-5339

SEVENTH: The number of directors of the Corporation shall be determined by and provided for in the manner set forth in the Bylaws of the Corporation, but shall not at any time be less than two (2).

EIGHTH: The Corporation shall indemnify each of the individuals who may be indemnified to the fullest extent permitted by Section 607.0850 of the Corporations Law of the State of Florida, as it may be amended from time to time (**Section 607.0850**):

- (i) in each and every situation where the Corporation is obligated to make such indemnification pursuant to Section 607.0850, and
- (ii) in each and every situation where, under Section 607.0850, the Corporation is not obligated, but is permitted or empowered, to make such indemnification.

The Corporation shall promptly make or cause to be made any determination which Section 607.0850 requires.

NINTH: A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. This provision shall not eliminate or limit the liability of a director:

- (i) for a violation of criminal law, unless the director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;
- (ii) for a transaction from which the director derived an improper personal benefit, either directly or indirectly;
- (iii) for a circumstance under which the liability provisions of Section 607.0834 are applicable;
- (iv) in a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, for conscious disregard for

the best interest of the Corporation, or willful misconduct; or

- (v) in a proceeding by or in the right of someone other than the Corporation or a shareholder, for recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

If the Corporations Law of the State of Florida is subsequently amended to further eliminate or limit the liability of a director, then a director of the Corporation, in addition to the circumstances in which a director is not personally liable as set forth in the preceding sentence, shall not be liable to the fullest extent permitted by the amended Corporations Law of the State of Florida.

By executing these Articles of Incorporation, I hereby declare and certify that this is my act and deed and the facts stated in these Articles of Incorporation are true.

Dated: February 13, 2001

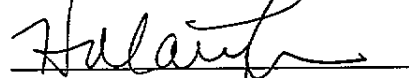
Carl A. Valenstein  
Carl A. Valenstein, Incorporator

**STATEMENT OF REGISTERED AGENT OF  
ALPRO NORTH-AMERICA INC.**

The undersigned, being the Registered Agent named in the Articles of Incorporation of Alpro North-America Inc. (the **Corporation**), which Articles of Incorporation were filed with the Secretary of State of Florida on February 13, 2001, hereby accepts the obligations provided for in Section 607.0505 of the Florida Corporations Law.

Dated: February 13, 2001

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Hillary England

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