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# Barbieri & Screnci PA Attorneys at Law

FRANK A. BARBIERI, JR. <sup>1</sup>  
STEPHEN W. SCRENCI <sup>2</sup>  
TODD B. WEPRIN <sup>3</sup>  
STEVEN C. RUBINO <sup>4</sup>  
MATTHEW A. PELLEGRINI <sup>5</sup>  
FRANK C. CORSO <sup>6</sup>

<sup>1</sup> ADMITTED TO FLORIDA & OHIO BARS  
<sup>2</sup> ADMITTED TO FLORIDA & MASSACHUSETTS BARS  
<sup>3</sup> ADMITTED TO FLORIDA BAR  
<sup>4</sup> ADMITTED TO FLORIDA & NEW JERSEY BARS  
<sup>5</sup> ADMITTED TO FLORIDA & COLORADO BARS  
<sup>6</sup> OF COUNSEL - ADMITTED TO MASSACHUSETTS BAR ONLY  
K:\Clements.0106480 6\Clements Corporate\Clements Indian River Foods II.rwpd

**Florida Offices:**  
3200 North Military Trail, #200  
Boca Raton, Florida 33431  
Tel. (561) 997-5700  
Fax (561) 997-8737  
  
1420 St. Lucie West Blvd., #100  
Port St. Lucie, Florida 34986  
Tel. (561) 873-4223  
Fax (561) 340-4438  
  
100 Fifth Avenue South, #203  
Naples, Florida 34102  
Tel. (941) 403-1770  
Fax (941) 262-4964

**Massachusetts Office:**  
15 Court Square  
Boston, MA 02420  
Tel. (617) 227-0011  
Fax (617) 723-2032  
E-Mail: info@barbieri-screnci.com  
Website: www.barbieri-screnci.com

July 13, 2001

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

400004484774--3  
-07/18/01--01074--025  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**Re: Clements Indian River Foods, Inc.**

Dear Division of Corporations:

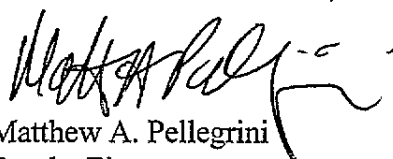
Enclosed please find one original and one photocopy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed is a check made payable to the Secretary of State in the amount of \$78.75 to cover the filing fee. Please return a certified copy of these Articles to the above address as soon as the originals have been filed.

Thank you. If you have any questions, kindly contact the undersigned.

Very truly yours,

**BARBIERI & SCRENCI, P.A.**

  
Matthew A. Pellegrini  
For the Firm

Enclosures

FILED  
01 JUL 18 AM 2:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

08/7/20

Articles of Incorporation  
of  
Clements Indian River Foods, Inc.

FILED  
01 JUL 18 AM 2:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**  
**NAME**

The name of the corporation shall be **Clements Indian River Foods, Inc.**

**ARTICLE II**  
**NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III**  
**CAPITAL STOCK**

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

**ARTICLE IV**  
**PRINCIPAL ADDRESS AND REGISTERED OFFICE AND ADDRESS**

The principal address and the initial registered office of the corporation is 1506 Nw Pinelake Drive, Stuart, Fl 34994 and the name of the initial registered agent of the corporation at that office is Skip Clements.

**ARTICLE V**  
**TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI**  
**CUMULATIVE VOTING**

All shareholders are entitled to cumulate their votes for directors.

**ARTICLE VII**  
**PREEMPTIVE RIGHTS**

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

**ARTICLE VIII**  
**BOARD OF DIRECTORS & DESIGNATION OF INITIAL DIRECTOR**

The name and address of the initial director of the corporation is Skip Clements of P.O. Box 3074, Stuart, FL 34995.

**ARTICLE IX**  
**BY-LAWS**

The initial By-Laws of the corporation shall be adopted by vote of the directors of the corporation. Thereafter, the By-Laws of the corporation may be amended, modified or repealed as provided by the By-Laws.

**ARTICLE X**  
**SUBSCRIBER(S)**

The name and address of the Subscriber to these Articles are Skip Clements of P.O. Box 3074, Stuart, FL 34995.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand(s) and seal(s) on this  
6 day of July, 2001.

  
Skip Clements


Articles of Incorporation  
Clements Indian River Foods, Inc.  
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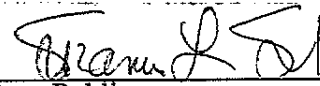
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STATE OF FLORIDA }  
                              MARTIN     } ss:  
COUNTY OF PALM BEACH }

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared **Skip Clements**, to me known to be the person described as the Subscribers of the foregoing Articles of Incorporation and he executed said Articles and he acknowledged before me that he subscribed to said Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL in the County and State named above on this  
6 day of July, 2001.

 Suzanne L. Schmidt  
My Commission CC843356  
Expires June 3, 2003

  
\_\_\_\_\_  
Notary Public

FILED  
01 JUL 18 AM 2:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT**

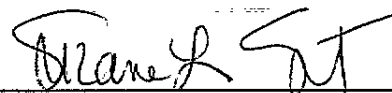
I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


  
\_\_\_\_\_  
**Skip Clements**  
**Registered Agent**

STATE OF FLORIDA }  
                          *Mark* } ss:  
COUNTY OF ~~PALM BEACH~~ }

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared **Skip Clements** to me known to be the person described as the Registered Agent and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL in the County and State named above on this  
6 day of July, 2001.

  
\_\_\_\_\_  
Notary Public

 Suzanne L. Schmidt  
My Commission GC843358  
Expires June 9, 2003