

ATTORNEY AT LAW

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November 7, 2001

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-11/13/01--01037--001
*****70.00 *****70.00

Re: Articles of Incorporation for Aloha Foods, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for the above-referenced corporation for filing with your office. Also enclosed is a check in the amount of \$70.00 representing the filing fee.

Thank you for your assistance in this regard. Should you have any questions or need additional information, please do not hesitate to contact me.

Sincerely,


KATHLEEN REYNOLDS

KR/mjp
Enclosures: a/s

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

OF

ALOHA FOODS, INC.

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

ARTICLE I - NAME

The name of this corporation is Aloha Foods, Inc.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the date of filing.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

10859 Emerald Coast Parkway
Destin, Florida 32550

The mailing address of this corporation shall be:

231-B Racetrack Road N.W.
Ft. Walton Beach, Florida 32547

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand Shares of no par value common stock, which shall be designated "common shares".

ARTICLE V - PREEMPTIVE RIGHTS

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

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is:

Michael S. Nobles
231-B Racetrack Road N.W.
Ft. Walton Beach, Florida 32547

ARTICLE VII - INCORPORATORS

The name and address of the person signing these articles is:

Michael S. Nobles
231-B Racetrack Road N.W.
Ft. Walton Beach, Florida 32547

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IV - ACTION WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles Of Incorporation this 7th day of November, 2001.

Michael S. Nobles
Michael S. Nobles, Incorporator

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 7th day of November, 2001 by Michael S. Nobles, who is personally known to me or who has produced _____ as identification and acknowledged and declared that he executed the same for the uses and purposes therein set forth.

Matthew J. Perras
NOTARY PUBLIC
My Commission Expires: _____



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is: Aloha Foods, Inc.
2. The name and address of the registered agent is Michael S. Nobles, 231-B Racetrack Road N.W., Ft. Walton Beach, Florida 32547. The address of the principal office is 10859 Emerald Coast Parkway, Destin, Florida 32550.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. 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 obligations of my position.

DATED this 3rd day of November, 2001.

Michael S. Nobles

Michael S. Nobles, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA