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CUSTOMER NO: 9540A

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CUSTOMER: Barry Billington, Esq  
Johnston Thomas & Billington

Suite 301 Bank Of America Bldg  
2335 East Atlantic Boulevard  
Pompano Beach, FL 33062

DOMESTIC FILING

NAME: OKEECHOBEE FOODS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
OKEECHOBEE FOODS, INC.

The undersigned incorporators hereby form a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: OKEECHOBEE FOODS, INC. The address of the principal office of this corporation shall be: 902 Clint Moore Road, Suite 126, Boca Raton, Florida 33487, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business 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 of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock at no par value.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 902 Clint Moore Road, Suite 126, Boca Raton, Florida 33487 and the name of the initial registered agent of the corporation at that address is JOHN M. TRINGALI.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until a successor is elected or appointed is:

S. JAMES TRINGALI President	902 Clint Moore Road, Suite 126 Boca Raton, FL 33487
JOHN M. TRINGALI Vice President/Secretary	902 Clint Moore Road, Suite 126 Boca Raton, FL 33487
ELEANOR ZACCAGNINI Treasurer	902 Clint Moore Road, Suite 126 Boca Raton, FL 33487

ARTICLE VII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII. INCORPORATORS

The name and street addresses of the incorporators to these Articles of Incorporation:

S. JAMES TRINGALI  
902 Clint Moore Road, Suite 126  
Boca Raton, FL 33487

JOHN M. TRINGALI  
902 Clint Moore Road, Suite 126  
Boca Raton, FL 33487

ELEANOR ZACCAGNINI  
902 Clint Moore Road, Suite 126  
Boca Raton, FL 33487

ARTICLE IX. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors initially. The name and street address of the initial members of the Board of Directors are as follows:

S. JAMES TRINGALI  
902 Clint Moore Road, Suite 126  
Boca Raton, FL 33487

JOHN M. TRINGALI  
902 Clint Moore Road, Suite 126  
Boca Raton, FL 33487

ELEANOR ZACCAGNINI  
902 Clint Moore Road, Suite 126  
Boca Raton, FL 33487

IN WITNESS WHEREOF, the undersigned agents have hereunto set their seals on

11/21

, 2001.

  
S. JAMES TRINGALI

  
JOHN M. TRINGALI

  
ELEANOR ZACCAGNINI

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN THE ARTICLES OF INCORPORATION

JOHN M. TRINGALI, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
JOHN M. TRINGALI

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: OKEECHOBEE FOODS, INC.

2. The name and address of the registered agent and office is:

JOHN M. TRINGALI  
(Name)  
902 Clint Moore Road, Suite 126  
(Address - P.O. Box not acceptable)  
Boca Raton, FL 33487  
(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties and I am familiar with and accept the obligation of my position as registered agent.

  
(Signature) JOHN M. TRINGALI

11/21/01  
DATE