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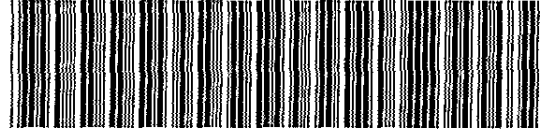
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TALLAHASSEE, FLORIDA

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Tom H. Billiris, P.A.
Attorney At Law

Tom H. Billiris, Esquire
Licensed Real Estate Broker
Licensed Title Agent
Business Intermediary

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January 21, 2003

Division of Corporations
State of Florida
P.O. Box 6327
Tallahassee, Fl. 32314

RE: Whitney Foods, Inc.

To whom it may concern:

Enclosed please find an original and one copy of the Articles of Incorporation for Whitney Foods, Inc. Please file the same and return a certified copy to my office. I have enclosed a check for the appropriate fees.

Thank you.

Sincerely,


Tom H. Billiris

THB/tb
Enclosures

ARTICLES OF INCORPORATION
OF

WHITNEY FOODS, INC.

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TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation competent to contract, hereby form a Corporation under Florida Statutes Chapter 607 and adopt the following as articles:

ARTICLE I

NAME: The name of this Corporation is:

WHITNEY FOODS, INC.

ARTICLE II

ADDRESS: The mailing address and street address of the principal office of the Corporation is:

Mailing Address

Street Address:

857 Klosterman Road
Tarpon Springs, Fl. 34689.

same

ARTICLE III

DURATION: The duration of the Corporation shall commence with the filing of these Articles and continue perpetually.

ARTICLE IV

INCORPORATOR: The name and address of the person signing these Articles of Incorporation is: Lynette Whitney Marsh, 845 Maple Court, Unit 106, Dunedin, Florida 34698.

ARTICLE V

CAPITAL STOCK: This Corporation is authorized to issue One Thousand (1,000) shares of one dollar (\$1.00) par stock.

ARTICLE VI

PURPOSE: This Corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE VII

ORGANIZATION'S POWER TO ACQUIRE ASSETS: The Organization shall have the power to acquire assets and incur liabilities (real estate, buildings, equipment and other investments) to which the majority of the shareholders shall control.

ARTICLE VIII

REGISTERED AGENT: The name of the Corporation's initial registered agent in Florida is

Tom H. Billiris, 111 N. Belcher Road, Su. 200, Clearwater, Florida 33765.

ARTICLE IX

INITIAL BOARD OF DIRECTORS: This Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one. The name and address of the initial director is:

Lynette Whitney Marsh, 845 Maple Court, Unit 106, Dunedin, Florida 34698.

ARTICLE X

AMENDMENT: This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI

BYLAWS: The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XII

PREEMPTIVE RIGHTS: This Corporation elects to have preemptive rights for the shareholders of this Corporation. The right shall be deemed waived by any shareholder who does not exercise it, and, pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may

also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE XIII

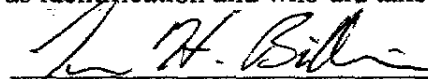
SHAREHOLDER VOTING: Shareholder voting and the type of shares issued shall be described in more detail in the corporate bylaws.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 21st day of January, 2003.


LYNETTE WHITNEY MARSH

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 21st day of January, 2003, by LYNETTE WHITNEY MARSH who is personally known to me or who has produced _____ as identification and who did take an oath.



Notary Public


My Commission Expires:



ACCEPTANCE OF DUTIES BY REGISTERED AGENT
OF WHITNEY FOODS, INC.

Having been named as registered agent and to accept service of process for the above-named 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 obligations of my position as registered agent.

Dated: 1/21/03


Tom H. Billiris
Registered Agent
Whitney Foods, Inc.

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TALLAHASSEE, FLORIDA