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TALLAHASSEE, FLORIDA

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KATHY PROSSER

707 South First Street, Unit 301
Jacksonville Beach, Florida 32250
(904 241-2924

June 11, 2003

Corporation Filing Section
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: BAY & DONNA FOODS, INC.

Dear Sir or Madam:

Enclosed please find two signed copies of Articles of Incorporation and check to Department of State in the amount of \$70.00. Please return one copy of the Articles to me after filing.

Thanks for your help, and if there's any problem, please call me at (904) 241-2924.

Yours very truly,


Katheryn S. Prosser

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ARTICLES OF INCORPORATION
OF
BAY & DONNA FOODS, INC.

ARTICLE I: The name of this corporation is ~~BAY~~ & DONNA FOODS, INC.

ARTICLE II: This corporation shall have perpetual existence.

ARTICLE III: This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States or the State of Florida.

ARTICLE IV: The maximum number and class of shares of capital stock which this corporation is authorized to have outstanding is one hundred shares of common capital stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V: The initial principal office of this corporation shall be at, 1912 Sunchase Court, Jacksonville, Florida 32246, and the name of the corporation's initial registered agent at that address is ARNOLD DeMARCO.

ARTICLE VI: Initially, this corporation shall have one (1) member on the Board of Directors, and the corporation shall have the authority to operate with not less than one member on the Board of Directors. The following the name and address of the initial member of the Board of Directors:

ARNOLD DeMARCO
1912 Sunchase Court
Jacksonville, Florida 32246

ARTICLE VII: The name and street address of the person signing these Articles of Incorporation as a subscriber are as follows:

ARNOLD DeMARCO
1912 Sunchase Court
Jacksonville, Florida 32246

ARTICLE VIII: The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX: The Directors of this corporation shall take action by written consent, as provided by law.

ARTICLE X: The Board of Directors is authorized, with the approval of the shareholders, to issue "Section 1244 Stock" as

defined by Section 1244 of the Internal Revenue Code as the same may be amended from time-to-time.

ARTICLE XI: The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the original subscriber named herein for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly, has hereunto set his/her hand and seal this 16th day of June, 2003.



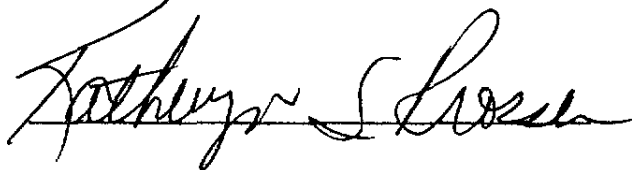
ARNOLD DeMARCO (SEAL)

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me by ARNOLD DeMARCO, who ~~X~~ is personally known to me or presented ____ a Florida driver's license or ____ as identification, and acknowledged to and before me that (s)he signed the foregoing Articles of Incorporation freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 16th day of June, 2003.

NOTARY PUBLIC





KATHERYN S. PROSSER
MY COMMISSION # DD 153796
EXPIRES: January 17, 2007
Bonds Thru Budget Notary Services

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
AND ACCEPTANCE AND ACKNOWLEDGMENT

IN COMPLIANCE WITH SECTION 48-091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, that BAY & DONNA FOODS, INC., desiring to organize or qualify under the Laws of the State of Florida as a corporation, with its principal place of business at 1912 Sunchase Court, Jacksonville, Florida 32246, County of Duval, State of Florida, as indicated in the Articles of Incorporation, has named ARNOLD DeMARCO, 1912 Sunchase Court, Jacksonville, Florida 32246, as its agent to accept service of process within the State of Florida.

Dated June 11, 2003


ARNOLD DeMARCO

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation at the place designated in the Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes and acts relative to keeping open said office and with all provisions of all statutes and acts relative to the proper and complete performance of my duties.

Dated June 11, 2003


ARNOLD DeMARCO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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