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TALLAHASSEE, FLORIDA

LAW OFFICE OF
KEVIN K. DIXON

A PROFESSIONAL ASSOCIATION

BANK OF INVERNESS BUILDING
320 U.S. HIGHWAY 41 SOUTH
INVERNESS, FLORIDA 34450

TELEPHONE: (352) 726-6767
(352) 637-6040
FAX: (352) 726-8283
kkdlaw@tampabay.rr.com

MAILING ADDRESS:
POST OFFICE BOX 1300
INVERNESS, FL 34451-1300

April 23, 2004

Dept. of State, Div. of Corp.
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

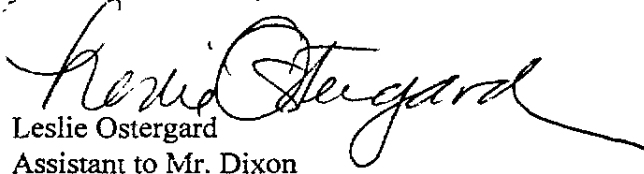
Re: Articles of Incorporation
TSF Distribution Corporation

Dear Sir or Madam:

Enclosed please find Articles of Incorporation and Acceptance of Registered Agent to be filed with the state with regards to the above referenced matter, along with a check in the amount of \$78.75 to cover the cost. Once they have been filed, please return a certified copy to our office. Should you have any questions, please do not hesitate to contact me.

Sincerely,

KEVIN K. DIXON, P.A.


Leslie Ostergard
Assistant to Mr. Dixon

/lo
Enclosures

cc: Manfred Funke

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**ARTICLES OF INCORPORATION
OF
TSF DISTRIBUTION CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this corporation is TSF DISTRIBUTION CORPORATION.

**ARTICLE II
PRINCIPAL OFFICE**

The street address of the initial principal office address of the Corporation is 16880 SW 39th Place, Ocala, Florida 34481.

**ARTICLE III
DURATION**

This corporation shall have perpetual existence.

**ARTICLE IV
PURPOSE**

This corporation is organized for the following purposes:

1. To purchase, improve, develop, hold and own real estate and lease, mortgage and sell the same in such parts or parcels improved or unimproved, and on such terms as to time and manner of payment as this corporation may, by its shareholders agree upon.
2. To maintain and keep places for storage and warehouses for storage and deposit of goods and merchandise of all kinds and description, and conduct all business appertaining thereto, including the making of advances of goods, stored or deposited with it, and to have and to receive all the rights and emoluments thereto belonging.
3. To carry on business, in the United States or elsewhere as factors, agents, commission merchants or merchants to buy, sell and deal in, at wholesale or retail, merchandise, goods, wares

and commodities of ever sort, kind or description and to carry on any other business whether manufacturing or otherwise, which can be conveniently carried on with any of the company's objects; to open stores, offices or agencies throughout the United States or elsewhere, or to allow or cause the legal estate and interest in any properties or business acquired, established or carried on by the company to remain or be vested in the name of or carried on by any other company formed or to be formed, and either upon trust for or as agents or nominees of this company, and to manage the affairs to take over and carry on the business of any such other company formed or to be formed, and to exercise all or any of the powers of such company, or of holders of shares of stock or securities; to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any persons or company, carrying on any kind of business which this company is authorized to carry on; to enter into partnerships or into any arrangement for sharing profits, union of interest, reciprocal concessions, joint ventures, or cooperate with any person which this company is authorized to carry on; or any business or transaction capable of being conducted, so as, directly or indirectly, benefit this company.

4. To lend money, either with or without security, and generally to such person and upon such terms and conditions as this corporation may think fit, and in particular for the purpose of undertaking to build or improve any property in which this corporation is interested as tenants, builders or contractors.

5. To conduct a general brokerage agency and commission business for others in the purchase, sale and management of real estate or personal property for others and negotiating loans thereon.

6. To purchase and sell for others personal property, stocks, bonds and notes and to negotiate loans thereon for others.

7. To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise, and real and personal property of every class and description.

8. To acquire and pay for, in cash and otherwise, stocks and bonds of this corporation, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligation or liabilities of any person, firm, association, or corporation.

9. To acquire, hold, use, sell, assign, lease, grant license and privileges, inventions, improvements, and processes, copyrights, trademarks and tradenames, relating to or useful in connection with any business of this corporation.

10. To guarantee, purchase, hold, vote, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of or any bonds, securities, or evidence of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state, country, nation, government, and while the owner thereof, to exercise all of the rights, powers and privileges of ownership.

11. To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage pledge, deed or trust, or otherwise.

12. To purchase, hold, sell and transfer the shares of its own capital stocks; PROVIDED, it shall not use its funds or property for the purchase of its own shares of capital stock which such

use would cause any impairment of its capital; and PROVIDED FURTHER, that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

13. To have one or more offices to carry on all or any of its operations and businesses and without restrictions or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories, colony or country.

14. Specifically, to distribute Tom's Foods, Inc. products.

15. In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise and to have and exercise all the powers conferred to the laws of Florida upon corporations, and to do any or all of the things above set forth to the same extent as natural persons might or could do.

16. To transact any or all lawful business.

The foregoing clauses shall be construed both as objects and powers and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

The above and foregoing businesses enumerated are intended as illustrative and not restrictive, and this corporation shall have the power to handle such other business or businesses, either in its own behalf or as agent or broker for others, and shall further engage in any or all like or kindred businesses which may be necessary or profitable in conjunction with the businesses above enumerated; and generally shall have and exercise all powers, privileges, and immunities or businesses of like kind and nature incorporated under the laws of the State of Florida, and shall enjoy the privileges and immunities pertaining to incorporators under the laws of the State of Florida.

ARTICLE V
CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred shares (7,500) of one dollar (\$1.00) par value common stock, which shall be designated as "common shares."

ARTICLE VI
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 already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Kevin K. Dixon, P.A., 161 East Highland Blvd., Inverness, FL 34452, and the name of the initial registered agent of this corporation is Kevin K. Dixon.

ARTICLE VIII
INITIAL OFFICER

The initial officers of this corporation are as follows:

Manfred Funke - President, Treasurer
Sandra S. Funke - Vice President, Secretary

ARTICLE IX
MANAGEMENT BY SHAREHOLDERS

The shareholders, subject to any specific written limitations or restrictions imposed by law or by these Articles of Incorporation shall direct the carrying out of the purposes and exercise the

powers of the corporation. The affairs and business of this corporation shall be managed and its corporate powers exercised by its shareholders.

**ARTICLE X
INCORPORATOR**

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

Kevin K. Dixon
161 East Highland Blvd.
Inverness, FL 34452

**ARTICLE XI
BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

**ARTICLE XII
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.

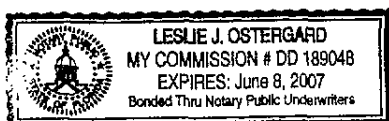
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 23 day of April, 2004.

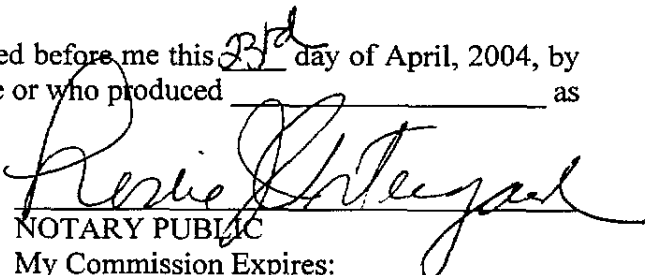


KEVIN K. DIXON

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 23rd day of April, 2004, by KEVIN K. DIXON, who is personally known to me or who produced _____ as identification.





NOTARY PUBLIC
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for TSF DISTRIBUTION CORPORATION at the place designated in these Articles, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: April 23, 2004



KEVIN K. DIXON

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TALLAHASSEE, FLORIDA