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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212) 431-5000
Fax Number : (212) 431-1441

FLORIDA PROFIT CORPORATION OR P.A.

Vanguard Natural Foods, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

Vanguard Natural Foods, Inc.

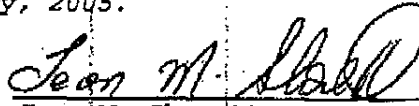
The undersigned sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is: **Vanguard Natural Foods, Inc.**
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed is to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is **10,000** common shares at **\$1.00** par value and of one class.
5. The principal address and mailing address of the corporation will be **5401 Chenault Place, Riverview, Florida 33569.**
6. The address of the initial registered office will be **5401 Chenault Place, Riverview, Florida 33569** and the name of its registered agent at such address is: **Steven Stein.**
7. The number of directors constituting the initial board of directors is one and the name and address of the persons who is to serve as director thereof is as follows:

Steven Stein
5401 Chenault Place
Riverview, Florida 33569
8. The name and address of the sole incorporator is:
Jean M. Sherett
c/o BlumbergExcelsior Corporate Services, Inc.
62 White Street, New York, New York 10013

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this Corporation has executed these Articles of Incorporation.

Dated this 22nd day of February, 2005.


Jean M. Sherett
Incorporator

BlumbergExcelsior Corporate Services, Inc.
62 White Street, New York, New York 10013
(212) 431-5000

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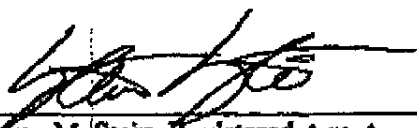
ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent for Vanguard Natural Foods, Inc., the within named corporation.

Dated: February 22, 2005

By: 
Steven M. Stein, Registered Agent

BlumbergExcelsior Corporate Services, Inc.
62 White Street, NYC 10013
(212) 431-5000

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