

Division of Corporations

Page 1 of 1

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From:

Account Name : FRAZIER & FRAZIER, ATTORNEYS AT LAW, P.A.
 Account Number : I20090000113
 Phone : (904) 353-5616
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Email Address: ff_jax@bellsouth.net**FLORIDA PROFIT/NON PROFIT CORPORATION****Prestige Premier Foods, Inc.**

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**ARTICLES OF INCORPORATION
OF
PRESTIGE PREMIER FOODS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I.

The name of the corporation is Prestige Premier Foods, Inc.

ARTICLE II.

The duration of the corporation is perpetual, and the time of commencement of its corporate existence shall be the date of execution of these Articles of Incorporation.

ARTICLE III.

The general purposes for which the corporation is organized are:

(1) To engage in any trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the business.

(2) To acquire by lease, purchase, gift, devise, contract, concession or otherwise, and to hold, own, develop, control, manage, or otherwise turn to account, mortgage, grant, sell, exchange, convey, or otherwise dispose of, wherever situated, within or without the State of Florida, any and all real estate, lands, options, concessions, grants, land patents, franchises, rights, privileges, easements, tenements, estates, hereditaments, interests and properties of every kind, nature and description whatsoever.

(3) To manufacture, purchase, or otherwise acquire, hold, own, sell, assign, transfer, lease, exchange, invest in, mortgage, pledge, or otherwise encumber or dispose of and generally deal in and trade in and with, both within and without the State of Florida, and in any part of the world, goods, wares, merchandise and property of every kind, nature and description.

(4) To enter into, make and perform contracts of every kind and description with any person, firm, association, or corporation, municipality, body politic, country, territory, estate, government, or colony or dependency thereof.

(5) To acquire, and to make payment thereof in cash or the

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stock or bonds of the corporation or by undertaking or assuming the obligations and liabilities of the transferor, or in any other way, the goodwill, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or assume the liabilities of any person, firm, association or corporation, to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management thereof.

(6) To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, Chapter 607, of the Florida Statutes Annotated.

IN GENERAL, to do any or all things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, within or without the State of Florida, either alone or in concert with others, and to carry on any other business in connection therewith, whether manufacturing or otherwise, and to do all things not forbidden by the laws of the State of Florida.

ARTICLE IV.

The aggregate number of shares which the corporation is authorized to issue is 10,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$.10 per share.

ARTICLE V.

The street address of the initial registered office of the corporation is 1515 Riverside Avenue, Suite A, Jacksonville, Florida 32204, and the name of its initial registered agent at such address is W. Robinson Frazier.

ARTICLE VI.

The mailing address of the corporation is 12763 Ellis Island Drive, Jacksonville, Florida 32224.

ARTICLE VII.

The number of directors constituting the initial board of directors of the corporation is two (2). The number of directors may be increased or decreased from time to time by the by-laws but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are as follows:

((H11000135236 3)))

(((H11000135236 3)))

<u>NAME</u>	<u>ADDRESS</u>
Christopher L. Cheek	12763 Ellis Island Drive Jacksonville, FL 32224
Susan Cheek	37 Waterbridge Place Ponte Vedra Beach, FL 32082

ARTICLE VIII.

The name and address of the incorporator are as follows: W. Robinson Frazier, 1515 Riverside Avenue, Suite A, Jacksonville, Florida 32204.

ARTICLE IX.

There shall be no power to levy any assessment on any shares of the stock of this corporation.

EXECUTED by the undersigned at Jacksonville, Duval County, Florida, on this 19th day of May, 2011.


 (SEAL)
 W. Robinson Frazier, Incorporator

STATE OF FLORIDA)
 COUNTY OF DUVAL) SS

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared W. ROBINSON FRAZIER, who is personally known to me and who is known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County last aforesaid, this 19th day of May, 2011.


 Delores B. Hanagrieff
 Notary Public, State of Florida
 at Large
 My commission expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED PURSUANT TO FLORIDA STATUTES SECTION 48.091

In pursuance of Section 48.091, Florida Statutes, the following is submitted in compliance with said statute section:

First: That Prestige Premier Foods, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Jacksonville, Duval County, State of Florida, has named W. Robinson Frazier, 1515 Riverside Avenue, Suite A, Jacksonville, Florida 32204, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said statute section relative to keeping open said office on this 19th day of May, 2011.

By: 
W. Robinson Frazier, Registered
Agent

11 MAY 19 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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