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TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: FOLEY & LARDNER
200 LAURA ST
JACKSONVILLE FL 32202-
CONTACT: KAREN PETERSON
PHONE: (904) 359-2000
FAX: (904) 359-8700

(((H95000002285))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SACS BLUE, INC.

FAX AUDIT NUMBER: H95000002285
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ARTICLES OF INCORPORATION

OF

SACS BLUE, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE 1

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is SACS Blue, Inc..

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 2421 Dennis Street, Jacksonville, Florida 32204.

ARTICLE 2

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE 3

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

Prepared by: Linda Y. Kelso, Fla. Bar No. 298662
Foley & Lardner
200 Laura Street, Jacksonville, FL 32202
904/359-2000

ARTICLE 4

CAPITAL

Section 4.1. __Authorized Capital__. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of voting common stock having a par value of $.01 per share.

ARTICLE 5

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1. __Name and Address__. The street address of the initial registered office of this corporation is 2421 Dennis Street, Jacksonville, Florida 32204, and the name of the initial registered agent of this corporation at that address is William H. Morris.

ARTICLE 6

DIRECTORS

Section 6.1 __Number__. This corporation shall have one director(s) initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 __Initial Directors__. The name and address of the members of the first board of directors of the corporation are:

NAME	**ADDRESS**
William H. Morris	2421 Dennis Street Jacksonville, Florida 32204

ARTICLE 7

BYLAWS

Section 7.1 __Bylaws__. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE 8

INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

NAME	ADDRESS
William H. Morris	2421 Dennis Street Jacksonville, Florida 32204

ARTICLE 9

INDEMNIFICATION

Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE 10

AMENDMENT

Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 27th day of February, 1995.

William H. Morris

William H. Morris, Incorporator

Fax Audit No. H95000002285

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I hereby 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. I am familiar with and I accept the obligations of a registered agent.

William H. Morris

William H. Morris, Registered Agent

Date: February 27, 1995

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TALLAHASSEE, FLORIDA

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CONTACT: KAREN PETERSON

PHONE: (904)359-2000 FAX #: (904)359-8700

NAME: SACS BLUE, INC.

AUDIT NUMBER......H97000008363

DOC TYPE..........BASIC AMENDMENT

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ARTICLES OF AMENDMENT
OF
SACS BLUE, INC.
Charter No. P95000016182
(Reflecting name change to
SOUTH ATLANTIC COLD STORAGE OF JACKSONVILLE, INC.)

Pursuant to Sections 607.1001, 607.1004, 607.1006, and 607.1009, Florida Business Corporation Act, the following provision of the Articles of Incorporation of SACS Blue, Inc., a Florida corporation, filed in Tallahassee on February 27, 1995 be and it hereby is amended in the following particulars:

Article 1, Section 1.1 be and it hereby is amended to read as follows:

> "The name of the corporation is South Atlantic Cold Storage of Jacksonville, Inc."

The foregoing amendment was adopted by the Stockholder and Director of the corporation on the 16th day of May, 1997. The only voting group entitled to vote on the adoption of the Amendment consists of the holders of the corporation's common stock. The number of votes cast by such voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned President of this corporation has executed these Articles of Amendment this 16th day of May, 1997.

William H. Morris

William H. Morris, President

FILED
97 MAY 21 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by: Linda Y. Kalm, Fla. Bar No. 208462
Foley & Lardner
200 Laura Street, Jacksonville, FL 32202
904/359-2000

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