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4/95 FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM 12:02 AM

TO: DIVISION OF CORPORATIONS DEPARTMENT OF STATE STATE OF FLORIDA 409 EAST GAINES STREET TALLAHASSEE, FL 32399 FAX: (904) 922-4000 FROM: TRIPP, SCOTT, CONKLIN & SMITH P.O. BOX 14245

CONTACT: SANDRA TOMLIN PHONE: (305) 525-7500 FAX: (305) 761-8475 FT. LAUDERDALE FL 33302-0000

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A. NAME: JAKOBOWSKI & HLOCK INDUSTRIAL, INC. FAX AUDIT NUMBER: H95000004110 DATE REQUESTED: 04/11/1995 CERTIFIED COPIES: 1 NUMBER OF PAGES: 3 ESTIMATED CHARGE: \$122.50 CURRENT STATUS: REQUESTED TIME REQUESTED: 12:02:33 CERTIFICATE OF STATUS: 0 METHOD OF DELIVERY: FAX ACCOUNT NUMBER: 075350000065

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STAMPED TEXT: 04/11/1995 11:58 AM

11:58 AM 04/11/1995

**ARTICLES OF INCORPORATION
OF
JAKOBOWSKI & BLOCK INDUSTRIAL, INC.**

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME**

The name of this Corporation is:

JAKOBOWSKI & BLOCK INDUSTRIAL, INC.

**ARTICLE II
PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE III
CAPITAL STOCK**

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of this corporation is:

741 W. 26th Street
Hialeah, Florida 33010

Prepared by: Jeffrey S. Wood, Esq.
Bar No. 0869619
Tripp, Scott, Conklin & Smith
P.O. Box 14245
Ft. Lauderdale, FL 33302
(305)525-7500

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

Jeffrey S. Wood
c/o Tripp, Scott, Conklin & Smith, P.A.
110 S.E. Sixth Street, 28th Floor
Ft. Lauderdale, FL 33301

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

This corporation shall have two Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

<u>Name</u>	<u>Address</u>
WALTER JAKOBOWSKI	741 W. 26th Street Hialeah, FL 33010
WILLIAM BLOCK	741 W. 26th Street Hialeah, FL 33010

**ARTICLE VII
PRE-EMPTIVE RIGHTS**

Each shareholder of the Corporation shall have full pre-emptive rights to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Board of Directors to issue shares.

**ARTICLE VIII
INCORPORATOR**

The name and street address of the Incorporator is:


Jeffrey S. Wood
c/o Tripp, Scott, Conklin & Smith, P.A.
110 S.E. Sixth Street, 28th Floor
Ft. Lauderdale, FL 33301

11954 No. 565510 P. 4/4


**ARTICLE IX
INDEMNIFICATION**

The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent has executed these Articles of Incorporation this 11th day of April, 1995.


JEFFREY S. WOOD, Incorporator

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.


JEFFREY S. WOOD, Registered Agent

P95000028628

Lamont & Neiman, P.A.

ROBERT B. LAMONT
JAN B. NEIMAN
CARMIE MEYERB GARAZI
A. STEPHEN KOTLER
ELLEN BETH BELLET

MIAMI OFFICE
ONE BISCAYNE TOWER - SUITE 3880
TWO SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
(305) 530-9400
FAX (305) 530-9409

BOCA RATON OFFICE
4800 NORTH FEDERAL HIGHWAY
SUITE 307-B
BOCA RATON, FLORIDA 33431
(407) 391-1266
MIAMI LINE/FAX (305) 355-2710

FILED
JAN 26 AM 8:58
CLERK OF THE STATE
TALLAHASSEE FLORIDA

Reply To: Miami Office

January 23, 1996

Secretary of State of Florida
Corporate Division
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Amendment to
Articles of Incorporation of
Jakobowski & Block Industrial, Inc.
a Florida corporation

Dear Sir:

400001699364
-01/26/96--01072--011
*****87.50 *****87.50

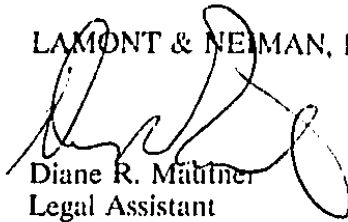
Enclosed, please find Articles of Amendment to the Articles of Incorporation of Jakobowski & Block Industrial, Inc., changing its corporate name to DELCONTE PACKAGING, INC.

Also enclosed is our cost check of \$87.50.

Please return the certified copy of the Articles of Amendment to the undersigned in the pre-addressed stamped envelope enclosed.

Very truly yours,

LAMONT & NEIMAN, P.A.


Diane R. Maitner
Legal Assistant
enc.

N/C

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
JAKOBOWSKI & BLOCK INDUSTRIAL, INC.
a Florida corporation

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of the applicable Florida Statutes, the undersigned adopts the following Articles of Amendment to its Articles of Incorporation:

- (1) The name of the corporation is changed to:

DELCONTE PACKAGING, INC.
- (2) The foregoing amendment was approved by a sufficient number of shareholders in every voting group entitled to vote on the amendment.
- (3) The foregoing Amendment was adopted by the Board of Directors and Shareholders of the corporation on the 9th day of January, 1996.

JAKOBOWSKI & BLOCK INDUSTRIAL, INC.

By: *William Block*
William Block, President

Attest: *David Lacroix*
David Lacroix, Secretary

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared WILLIAM BLOCK, and DAVID LACROIX, as President and Secretary, respectively, of JAKOBOWSKI & BLOCK INDUSTRIAL, INC., personally known to me or who produced _____, as identification, who did not take an oath, and who acknowledged to and before me that they are the individuals named and described above and that they executed the foregoing Articles of Amendment for the reasons and purposes therein expressed.

WITNESS, my hand and official seal in the State and County aforesaid this 22ND day of JANUARY, 1996.



"OFFICIAL SEAL"
Jon Garcia
My Commission Expires 03/31/03
Commission #TC 456877
my commission expires:

Jon Garcia
Notary Public, State of Florida at large
JON GARCIA
(notary - print name)