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*Anchors, Foster, McInnis & Keefe, P.A.* FILED

*Attorneys at Law*

1000 MAR WALK DRIVE, SUITE 1014  
FT. WALTON BEACH, FLORIDA 32547

C. EDSON ANCHORS  
W. SCOTT FOSTER  
C. JEFFREY MCINNIS  
LAWRENCE KEEFE

\*ALSO ADMITTED IN ALABAMA

95 MAY -4 AM 9 42

SECRET  
TALLAHASSEE, FLORIDA  
TELEPHONE 904-222-1111  
FAX 904-222-1111

May 3, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

100001470031  
05/04/95-01073-013  
\*\*\*12220-11111111

RE: Emerald Coast Foods, Inc.

Dear Sir/Madam:

Enclosed is the original and one duplicate copy of the Articles of Incorporation for the captioned corporation. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. If you find the enclosures in order, please endorse your approval to the Articles of Incorporation on the duplicate copy, certify the same, and return it to the undersigned at your earliest convenience.

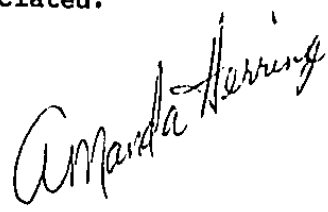
A check is also enclosed to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy of the Certificate of Incorporation, and the \$35.00 fee for filing the Resident Agent Certificate (which Certificate is also enclosed).

If you have any questions concerning the enclosures, please do not hesitate to call us. If you have no questions, please send us the Certificate of Incorporation once the same has been prepared. Your assistance in this matter will be appreciated.

Very truly yours,

ANCHORS, FOSTER, MCINNIS & KEEFE, P.A.

  
William Scott Foster



WSF:bjc\Sec-State.1tr

Enclosures

cc: Pat Vezertzis  
2200 N. Gault Avenue  
Fort Payne, AL 35967

EFFECTIVE DATE  
5/3/95

ARTICLES OF INCORPORATION  
OF  
EMERALD COAST FOODS, INC.

FILED  
95 MAY -4 AM 9 42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME:

The name of this corporation is Emerald Coast Foods, Inc.  
(hereinafter referred to as the "Corporation").

ARTICLE II - DURATION:

The Corporation shall exist perpetually, commencing May 3,  
1995, which is the date of subscription and acknowledgement of  
these Articles of Incorporation.

ARTICLE III - PURPOSE:

The Corporation is organized for the purpose of transacting  
any or all lawful business not inconsistent with the laws of the  
State of Florida.

ARTICLE IV - CAPITAL STOCK:

The Corporation is authorized to issue 7,500 shares of One  
Dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock  
of the Corporation of the same kind, class, or series as that  
which he or she already holds, shall have the right to purchase  
his or her pro rata share thereof (as nearly as may be done  
without issuance of fractional shares) at the price at which it  
is offered to others.

ARTICLE VI - INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT:

The street address of the initial principal office of the Corporation is c/o William Scott Foster, 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547 and the mailing address is the same. The street address of the initial registered office of the Corporation is 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547 and the initial registered agent of the Corporation at that address is William Scott Foster.

ARTICLE VII - INITIAL BOARD OF DIRECTORS:

The Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of the Corporation are Pat Vezertzis, 2200 North Gault Avenue, Fort Payne, Alabama 35967.

ARTICLE VIII - INCORPORATOR:

The name and address of the person signing these articles are as follows: William Scott Foster, 909 Mar Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547.

ARTICLE IX - BY-LAWS:

The power to adopt, alter, amend, or repeal the by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - SECTION 1244 STOCK:

It is the intent of this charter that the Director may sell the capital stock of the Corporation in accordance with the

conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1986, as amended.

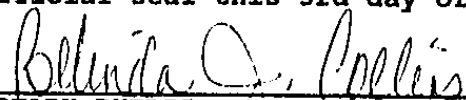
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 3rd day of May, 1995.

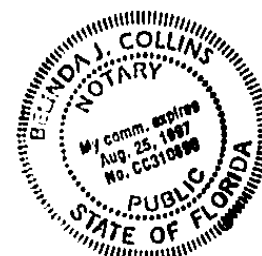
  
WILLIAM SCOTT FOSTER

STATE OF FLORIDA     )  
COUNTY OF OKALOOSA    )

Before me, the undersigned authority, personally appeared William Scott Foster, known to me to be the person described in the foregoing Articles of Incorporation of the Corporation and such person acknowledged to and before me that such person executed the Articles of Incorporation for the purpose therein described.

WITNESS my hand and official seal this 3rd day of May, 1995.

  
NOTARY PUBLIC  
My commission expires:



This Instrument (ECF.Inc/  
A-Effect.1D) Prepared By:  
ANCHORS, FOSTER, McINNIS & KEEFE, P.A.  
(William Scott Foster)  
909 Mar-Walt Drive, Suite 1014  
Fort Walton Beach, Florida 32547  
(904) 863-4064

CERTIFICATE DESIGNATING REGISTERED OFFICE OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

Emerald Coast Foods, Inc. (the "Corporation"), desiring to organize under the laws of the State of Florida, with its registered office, as indicated in its Articles of Incorporation, at 909 Mar-Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547, has named WILLIAM SCOTT FOSTER, located at 909 Mar-Walt Drive, Suite 1014, Fort Walton Beach, Florida 32547, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT.

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open of said office.



WILLIAM SCOTT FOSTER

This instrument (ECF.Inc\  
Reg-agt.Cer) prepared by:  
Anchors, Foster, McInnis & Keefe, P.A.  
(William Scott Foster)  
909 Mar-Walt Drive, Suite 1014  
Fort Walton Beach, Florida 32547  
(904) 863-4064

SECRET  
TALLAHASSEE, FLORIDA

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FILED