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STATE OF PLORIDA 409 EAST GAINES STREET TALLAHASSER, PL 32399 FAX: (904) 922-4000

HONE: (904) 359-2000 PAX: (904) 359-6700 ({(H95000005221))} DOCUMENT TYPE: PLORIDA PROFIT CORPORATION
NAME: SOUTH ATLANTIC COLD STORAGE OF CENTRAL FLORIDA
PAX AUDIT NUMBER: H95000005221 CURRENT STATUS: REQUESTED PLORIDA PROFIT CORPORATION OR P.A.

PHONE

CONTACT: KAREN

DATE REQUESTED: 05/10/1995 CERTIFIED COPIES: 1

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#### **FACSIMILE TRANSMISSION**

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FROM: Karen Peterson

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Fax Audit No. 1895000005221

#### ARTICLES OF INCORPORATION

OF

#### SOUTH ATLANTIC COLD STORAGE OF CENTRAL FLORIDA, INC.

The undersigned, for the purpose of forming a corp. Florida, adopts the following Articles of Incorporation.	eration for profit under the laws of EFFECTIVE DATE
ARTICLE I	5-19-95
NAME AND ADDRESS	
Section 1.1 Name. The name of the corporation Central Florida, Inc.	is South Atlantic Cold Storage of
Section 1.2 <u>Address of Principal Office</u> . The address of Principal Office. The address of Principal Office. The address of Principal Office.	dress of the principal office of the
ARTICLE II	PHI:
DURATION	STATE LORID

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 III

#### **PURPOSES**

Section 3.1 <u>Purposes</u>. 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.

- 1 -

Prepared by: Linda Y. Kelso, Fla. Ber No. 298662

Folloy & Lardner

200 Laura Street, Jicksonville, FL 32202

904/359-2000

Fax Audit No. 1995000005221

#### **ARTICLE IV**

#### CAPITAL

Section 4.1 <u>Authorized Capital</u>. 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 per value of \$.01 per share.

#### ARTICLE V

#### 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 VI

#### DIRECTORS

Section 6.1 <u>Number</u>. This corporation shall have one director 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 <u>Initial Directors</u>. The name and address of the members of the first board of directors of the corporation are:

#### NAME

#### ADDRESS

William H. Mozzis

2421 Dennis Street Jacksonville, Florida 32204

#### ARTICLE VII

#### **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.

: 5-10-85 : 11:09 : JACKSONVILLE OFFICE+ DIV OF CORPORATIONS:# 5/ 6

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#### ARTICLE VIII

#### 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 Donnis Street Jacksonville, Florida 32204

#### ARTICLE IX

#### INDEMNIFICATION

Section 9.1 <u>Indemnification</u>. 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 X

#### **AMENDMENT**

Section 10.1 <u>Assendment</u>. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and a y right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 9th day of May, 1995.

WILLIAM H. MORRIS, Incorporator

: 5-10-05 : 11:10 : JACKSONVILLE OFFICE- DIV OF CORPORATIONS:# 6/ 6

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#### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above statud 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, Registered Agent

Date: May 9, 1995

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SECRETARY OF STATE
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ATIONS FROM: FOLEY & LARDNER (((H95000009603))) ELECT DEVARIOR OF CONFORMATION DEVARIENT OF STATE HTATE OF VICHILDA 409 MAST GAINES STREET TALLAHASSEN, FL 32399 200 LAURA ST JACKSONVILLE Pt. 32202-CONTACT: KAREN PRIBREON IONE: (904) 359-2000 FAX: (904) 359-8700 RAX1 (904) 922-4000 PHONE: (((H95000009603))) DOCUMENT TYPE: BASIC AMENDMENT,
| NAME: SOUTH ATLANTIC COLD STORAGE OF CENTRAL PLORIDA, INC.
| YAX AUDIT NUMBER: 895000099603 CURRENT STATUS; REQUESTED
| CURRENT STATUS; REQUESTED CURRENT STATUS: REQUESTED TIME REQUESTED 10:04:20 CERTIFICATE OF STATUS: 0 MRTHOD OF DELIVERY: FAX DAYS REQUESTED: 08/30/1995 CERTIFIED COPIES: 1 HUMBER OF TAGES: 2 RUTINATER CHARGE: \$07.50

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#### FOLEY & LARDNER

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MILWALIKEE, WISCONSIN MADISON, WISCONSIN CHICAGO, ILLINOIS WASHINGTON, D.C. ALEXANDRIA, VINCINIA ANNAPOLIE, MARYLAND

### FACSIMILE TRANSMISSION

TO: Florida Division of Corporations

FAX NO.: (904)922-4000

FROM: Karon Peterson

ORLANDS, FLORIDA TALLAHASSIS, PLORIDA TAMPA, PLORIDA WEST PALM SEACH, PLOSIDA

FAX NO.: (904) 359-8700

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### ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

SOUTH ATLANTIC COLD STORAGE OF CENTRAL FLORIDA, INC.

to

Pursuant to Sections 607.1001, 607.1004, 607.1006, and 607.1009, Florida Business Corporation Act, the following provisions of the Articles of Incorporation of South Atlantic Cold Storage of Central Florida, Inc., a Florida corporation, filled in Tallahassee on May 10, 1995, be and they hereby are amended in the following particulars:

Article IV be and it hereby is amended to designate the previously authorized common stock as Class A Voting Common Stock and to create a new class of non-voting stock to be designated Class B Non-Voting Common Stock. As amended, Article IV shall read in its entirety as follows:

#### **"ARTICLE IV**

#### CAPITAL

- Section 4.1 <u>Authorized Capital</u>. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 20,000 shares divided into classes as follows:
- (a) 10,000 shares of Class A Voting Common Stock, having a par value of \$1.00 per share; and
- (b) 10,000 shares of Class B Non-Voting Common Stock, having a per value of \$1.00 per share.

All sucl shares shall be issued fully paid and nonassessable.

Section 4.2 Rights of Shereholders. Unless otherwise provided by law, only the holders of Class A Voting Common Stock shall be entitled to vote at any meeting of shareholders of the corporation. Each outstanding share of Class A Voting Common Stock shall be entitled to one vote on each matter submitted to a vote. In all other respects, the rights of the Class A Voting Common Stock shall be identical. Without in any way limiting the foregoing, the holders of Class B Non-Voting Common

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Prepared by:

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

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Stock shall be antitled to receive the same notice of meetings of stockholders which is given to the holders of Class A Voting Common Stock and shall have the right to attend all meetings of shareholders."

The foregoing amendment was adopted by the unanimous written consent of Stockholders and Directors of the corporation effective the 25 day of August, 1995. 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 \_/\_ day of August, 1995;

William H. Morela Providence

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