

1200 Hays Street

800-342-8086



**networks**

PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 67210-000-12

REFERENCE : 622903 86901V

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : June 20, 1995

ORDER TIME : 10:41 AM

ORDER NO. : 622903

CUSTOMER NO: 86901V

CUSTOMER: Ms. Ann Nader  
PRENTICE HALL LEGAL &  
FINANCIAL SERVICES, INC.  
5670 Wilshire Blvd.  
Suite 750  
Los Angeles, CA 90036

700001517797  
-06/20/95--01078--012  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: PARK AVENUE FOODS, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

FILED  
95 JUN 20 PM 12:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BROWN JUN 20 1995

ARTICLES OF INCORPORATION  
OF  
PARK AVENUE FOODS, INC.

FILED  
95 JAN 20 PM 12 53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is PARK AVENUE FOODS, INC.

SECOND: The street address, wherever located, of the principal office of the corporation is 8701 North Lagoon Drive, Panama City Beach, Florida 32407.

The mailing address, wherever located, of the corporation is 8701 North Lagoon Drive, Panama City Beach, Florida 32407.

THIRD: This corporation is authorized to issue one class of common shares, designated respectively "Series A Common Stock" and Series B Common Stock." Ten Thousand (10,000) shares of Series A Common Stock may be issued. Thirty Thousand (30,000) shares of Series B Common Stock may be issued. The Series A Common Stock has exclusive voting rights on all matters requiring a vote of the shareholders, including election of directors, except as otherwise provided by law. The Series B Common Stock has no voting rights.

The number of holders of shares of Voting Common Stock and the issuance and transfer of shares are restricted in accordance with the terms and conditions set forth in the Corporation's Bylaws.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o The Prentice-Hall Corporation System, Inc., 1201 Hays Street, Suite 105, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH The name and the address of the incorporator are:

NAME

ADDRESS

M. A. Nader

5670 Wilshire Boulevard, #750  
Los Angeles, California 90036

SIXTH: Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire unissued shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, and whether the proposed issue, reissue, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, any and all of such shares, rights, options, bonds, securities, or obligations of the corporation may be issued, reissued, or granted by the Board of Directors, as the case may be, to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

SEVENTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To apply for, register, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge, or otherwise dispose of, and, in any manner deal with and contract with reference to:

(a) inventions, devices, formulae, processes, and any improvements and modifications thereof;

(b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trade-marks, trade symbols, and other indications of origin and ownership granted by or recognized under the laws of the United

States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto;

(c) franchises, licenses, grants, and concessions.

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on June 19, 1995.

  
\_\_\_\_\_  
M. A. Nader, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: 

A. P. Polizzi, Assistant Vice President

Date: June 19, 1995

FILED  
95 JUN 20 PM 12:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171  
904-222-0393 FAX

800-342-8086



**P95000047958**

ACCOUNT NO. : 072100000032

REFERENCE : 118120 7117174

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : \$ 35.00

ORDER DATE : October 11, 1996

ORDER TIME : 9:11 AM

ORDER NO. : 118120

CUSTOMER NO: 7117174

600001974156--4

CUSTOMER: Ms. Helen Applefield  
Golden Apple, Inc.  
2330 Montgomery Highway

Dothan, AL 36303

CHANGE OF AGENT

NAME: PARK AVENUE FOODS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Juan E Jones

*RA*  
*Change*  
*10-17-96*

RECEIVED  
96 OCT 15 AM 10:00  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA  
FILED  
96 OCT 15 AM 11:16  
SECRETARY OF STATE



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

October 15, 1996

**CSC NETWORKS**  
**JUAN JONES**

**SUBJECT: PARK AVENUE FOODS, INC.**  
**Ref. Number: P95000047958**

**RESUBMIT**

**Please give original  
submission date as file date.**

We have received your document for **PARK AVENUE FOODS, INC.** and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The name and capacity of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

**Darlene Connell**  
Corporate Specialist

**Letter Number: 296A00047254**

**RECEIVED**  
**96 OCT 19 7 11 PM**  
**DIVISION OF CORPORATIONS**

Florida Department of State, Sandra B. Mortham, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT  
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: PARK AVENUE FOODS, INC.

1b. The mailing address of the corporation is: 8701 North Lagoon Drive, Panama City Beach,  
Florida 32407

1c. Date of incorporation: 06/20/95 Document number: P95000047958

2. The name and address of the current registered agent and office:

The Prentice-Hall Corporation System, Inc.  
1201 Hays Street  
Tallahassee, Florida 32301

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Bryan Applefield  
8701 North Lagoon Drive  
Panama City Beach, Florida 32407

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]  
(Signature of an officer, chairman or  
vice chairman of the board)

10-6-95  
(Date)

Bryan Applefield, President  
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

By: [Signature]  
(Signature of Registered Agent)

10-6-95  
(Date)

If signing on behalf on an entity:

Bryan Applefield  
(Typed or Printed Name)

[Signature]  
(Capacity)

FILED  
96 OCT 15 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA