

Jan. 24, 1996 3:44PM HARLEE PORGES HAMLIN & HAMRICK

No. 5976 2/7

P96000007689

1/24/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING CONFIRMATION

2:21

YOU HAVE REQUESTED TO SUBMIT THE FOLLOWING DOCUMENT:

TYPE: EFILE01
CORPORATE NAME: CUSTOM DESIGN FOODS, INC.
SUB-ACCOUNT NUMBER:
METHOD OF DELIVERY: F
FAX PHONE NUMBER: (941) 746-4160
MAILING NAME/ADDRESS: HARLEE, PORGESS, HAMLIN & HAMRICK, P.A.
1205 MANATEE AVE W
BRADENTON

FILED
JAN 24 1996
FBI
TALLAHASSEE

FL 34205-0000 US

CERTIFICATE(S) REQUESTED: NO
ESTIMATED CHARGES: \$122.50

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

1/24/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

2:21

((H96000001166))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: HARLEE, PORGESS, HAMLIN & HAMRIC
DEPARTMENT OF STATE 1205 MANATEE AVE W
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
BRADENTON FL 34205-0000
FAX: (904) 922-4000 CONTACT: LINDA JONES
PHONE: (941) 748-3770
FAX: (941) 746-4160

((H96000001166))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.
NAME: CUSTOM DESIGN FOODS, INC.

FAX AUDIT NUMBER: H96000001166 CURRENT STATUS: REQUESTED
DATE REQUESTED: 01/24/1996 TIME REQUESTED: 14:21:34
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 076077002227

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed

GENERATED

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ARTICLES OF INCORPORATION
OF
CUSTOM DESIGN FOODS, INC.

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ARTICLE I. NAME

The name of this corporation shall be CUSTOM DESIGN FOODS, INC.

ARTICLE II. PRINCIPAL OFFICE

The mailing address and principal place of business of the corporation is 1205 Manatee Avenue West, Bradenton, Florida 34205.

ARTICLE III. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of signing of these Articles Of Incorporation. This corporation's duration shall be perpetual.

ARTICLE IV. PURPOSE

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

Prepared by: Joseph L. Najwy, Esquire
Harllee, Porges, Hamlin & Hamrick, P.A.
1205 Manatee Avenue West
Bradenton, FL 34205
Florida Bar No. 0847283

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B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE V. CAPITAL STOCK

This corporation shall have the authority to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common capital stock.

ARTICLE VI. PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

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ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one (1).

The name of the individual who shall serve as the Initial Board Of Director is: David A. Doane.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 1205 Manatee Avenue West, Bradenton, Florida 34205.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Gregory J. Porges.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Gregory J. Porges, 1205 Manatee Avenue West, Bradenton, Florida 34205.

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ARTICLE XI. AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal the Articles Of Incorporation of this corporation shall be vested in the shareholders by a seventy-six percent (76%) vote.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 24th day of January, 1996.


GREGORY J. FORGES, Incorporator

STATE OF FLORIDA
COUNTY OF MANATEE

On January 24, 1996, GREGORY J. FORGES, designated above as the individual who shall serve as this corporation's incorporator, who is personally known to me personally appeared before me and signed these Articles Of Incorporation.



OFFICIAL SEAL
SANDRA K. DUNBAR
My Commission Expires
July 28, 1996
Comm. No. CC 213680


Sandra K. Dunbar
Notary Public, State of Florida

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of CUSTOM DESIGN FOODS, INC., which is contained in the foregoing Articles of Incorporation. Pursuant to Section 607.0501(3), Florida Statutes (1993), I hereby state that I am

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familiar with and accept the duties, obligations and responsibilities as Registered Agent for said corporation.

DATED this 24th day of January, 1996.


GREGORY J. PORGES, Registered Agent

FILED
96 JAN 24 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA