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HOWARD S. REISS
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January 26, 1996

95 JAN 31 11:10:40
FILED
TALLAHASSEE, FLORIDA
REPLY TO
POST OFFICE BOX 2808
ORLANDO, FLORIDA 32808

Secretary of State
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

3000001702453
-01/31/96--01033--006
****122.50 ****122.50

Re: Empire Foods, Inc.

Dear Sir/Madam:

Please find enclosed the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 to cover the cost of filing the enclosed Articles of Incorporation.

After the enclosed is filed, please forward a certified copy to me as the corporation's attorney.

Very truly yours,

Randy Hillman
Randy Hillman

RH/mw
enc

ARTICLES OF INCORPORATION

OF

EMPIRE FOODS, INC.

ARTICLE I

CORPORATE NAME

The name of the corporation is EMPIRE FOODS, INC.

ARTICLE II

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States and Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7500 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

RANDY HILLMAN, ESQUIRE
203 East Hillcrest Street
Orlando, Florida 32801

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time as provided by the bylaws adopted by the Director, but shall never be less than one.

ARTICLE VII

PRINCIPAL OFFICE OF CORPORATION

The location of the principal office of the corporation shall be:

11100 West Colonial Drive
Ocoee, Florida 34761-2934

ARTICLE VIII

INITIAL DIRECTORS

The name of the Initial Directors of this Corporation and their street address is:

ANGELO FIORINO
11100 West Colonial Drive
Ocoee, Florida 34761-2934

The persons named as the Initial Directors shall hold office for the first year of existence of this Corporation or until his or her successor is elected or appointed and has qualified, whichever first occurs.

ARTICLE IX

INCORPORATORS

The names and street address of the person signing these Articles of Incorporation as the Incorporator is:

RANDY HILLMAN
203 E. Hillcrest Street
Orlando, Florida 32801

ARTICLE X

PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase his or her pro rata share of any unissued or treasury shares of the corporation of the same kind, class or series as that which he or she already holds, and any securities of the corporation convertible into or carrying a right to acquire shares of any such unissued or treasury shares at the price at which it is offered to others.

ARTICLE XI

AMENDMENT

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23rd day of January, 1996.



RANDY HILLMAN

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing Articles of Incorporation of EMPIRE FOODS, INC.,
acknowledged before me this 23rd day of January, 1996, by RANDY
HILLMAN, Incorporator, who is personally known to me or who has
produced as identification: NA and who did not
take an oath.

MARY ANN WILKERSON
Notary Public, State of Florida
My Comm. Expires June 6, 1998
No. CC 370287
Bonded thru Official Notary Service

Mary Ann Wilkerson
NOTARY PUBLIC
My Commission Expires:

Acceptance of Service

Having been named to accept service of process for EMPIRE
FOODS, INC., at the place designated in the Articles of
Incorporation, RANDY HILLMAN, ESQUIRE, agrees to act in this
capacity, and agrees to comply with the provisions of Section
48.091 relative to keeping open such office.

Randy Hill
Randy Hillman, Esquire

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96 JAN 31 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA