

**P96000015688**

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ELAINE JOHNSON JAMES  
JEFFREY B. KAHN  
RUBAN FLEISCHNER KORNBMAN  
DOMENICK N. LIDGE  
KENNETH A. MARRA

FILED  
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NATHAN L. NABON  
MARK A. PACHMAN  
RICHARD BAPIN  
GREGORY L. BODIN  
JOHN WHITE III  
THOMAS J. YEAGER

February 14, 1996

Office of the Secretary of State  
Division of Corporations  
State of Florida  
P.O. Box 6327  
Tallahassee, FL 32301

300001716563  
-02/16/96--01011--020  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Veggie Patty, Inc.  
Our File: 4895/10361

To Whom It May Concern:

In connection with the proposed incorporation of Veggie Patty, Inc., enclosed please find one duly executed original and one copy of Articles of Incorporation. Also enclosed is a check made payable to the Department of State in the amount of \$122.50 representing the appropriate filing fee, the Registered Agent fee and the fee to obtain a certified copy of the filed Articles.

Please endorse your approval of these Articles and return the certified copy directly to the undersigned as soon as possible.

Thank you.

Very truly yours,

NASON, GILDAN, YEAGER, GERSON  
& WHITE, P.A.

*Ronald A. Burgess*  
Ronald A. Burgess  
Corporate Paralegal

Enclosures  
cc: Gary N. Gerson, Esq.  
H:\4895\10361\1.SOSART.RAD

BH  
2/20/96

**ARTICLES OF INCORPORATION  
OF  
VEGGIE PATTY, INC.**

FILED  
96 FEB 16 PM 6:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this Corporation shall be:

VEGGIE PATTY, INC.

**ARTICLE II**

**ADDRESS**

The principal office address of the corporation is:

3300 University Drive  
Coral Springs, FL 33065

**ARTICLE III**

**AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue Ten Thousand (10,000) shares of Common Stock having a par value of One Cent (\$.01) per share. All shares shall be of the same class and all shareholders shall have unlimited voting rights.

#### **ARTICLE IV**

##### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1645 Palm Beach Lakes Boulevard  
Suite 1200  
West Palm Beach, FL 33401

The name of the initial registered agent of this Corporation at that address shall be:

Gary N. Gerson

#### **ARTICLE V**

##### **BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have three (3) directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-laws, but at no time shall the number of directors be less than one (1).

#### **ARTICLE VI**

##### **DIRECTORS - NAMES AND STREET ADDRESSES**

The names and street addresses of the initial members of the Board of Directors who shall hold office until their successors shall have been duly elected or appointed and shall have qualified are as follows:

Name

Street Address

Edward Falcone

3300 University Drive  
Coral Springs, FL 33065

Arthur Falcone

3300 University Drive  
Coral Springs, FL 33065

Harold Kornblum

148 NW 38th Court  
Coral Springs, FL 33076

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

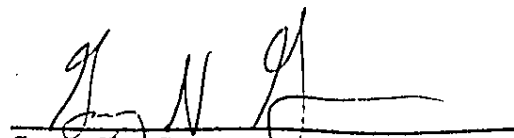
Name

Street Address

Gary N. Gerson

1645 Palm Beach Lakes Boulevard  
Suite 1200  
West Palm Beach, FL 33401

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 8th day of February, 1996.

  
\_\_\_\_\_  
Gary N. Gerson, Incorporator

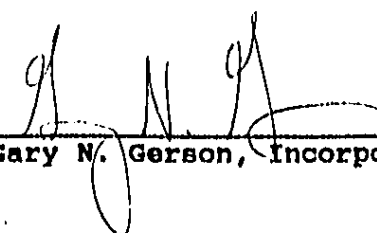
DESIGNATION AND ACCEPTANCE

OF

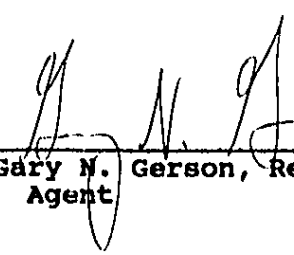
REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Veggie Patty, Inc., having filed its Articles of

INCORPORATION  
Incorporation contemporaneously herewith, with its registered office  
as indicated therein at 1645 Palm Beach Lakes Boulevard, Suite 1200, 57  
West Palm Beach, FL 33401, has named Gary N. Gerson located thereat  
as its registered agent to accept service of process within this  
State.

By:   
Gary N. Gerson, Incorporator

Having been named as registered agent to accept service of  
process for the above-stated corporation, at the location designated  
herein, I hereby consent to and accept the appointment to act in this  
capacity, acknowledge that I am familiar with and accept the  
obligations of a registered agent and agree to comply with the laws  
of Florida applicable thereto.

By:   
Gary N. Gerson, Registered  
Agent

NASON, YEAGER, GERSON, WHITE & LIOCE, P.A.

ATTORNEYS AT LAW

UNITED NATIONAL BANK TOWER  
1645 PALM BEACH LAKES BOULEVARD

SUITE 1200

WEST PALM BEACH, FLORIDA 33401

TELEPHONE (561) 686-3307

FACSIMILE (561) 686-3442

May 7, 1997

WILL A. NASON (1924-1979)

ALAN I. ARMOUR II

CRAIG S. DANNETT

GARY N. GERSON

BLAINE JOHNSON JAMES

JERRY B. KAHN

DOMINICK R. LIOCE

NATHAN B. NASON

MARK A. PACHMAN

GREGORY L. SCOTT

JOHN WHITE II

THOMAS J. YEAGER

P96000015688

VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

000002171890--3  
-05/08/97--01124--005  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Veggie Patty, Inc. / Articles of Amendment

Dear Sir or Madam:

Enclosed herewith for filing is the original Articles of Amendment for the referenced corporation changing its name to "V'dora Foods, Inc.," as well as a check for \$87.50 representing the \$35.00 filing fee and \$52.50 for a certified copy.

Should you have any questions regarding the filing of the enclosed amendment, please call me directly at (561) 471-3520.

Thank you for your assistance.

Sincerely,

NASON, YEAGER, GERSON, WHITE &  
LIOCE, P.A.

Georgina J. Popham  
Legal Assistant

Enclosures: Amendment  
Check

DOCS\4895\1036\LSOS.AMEND.VEGGIE.doc

FILED  
MAY -8 AM 11:32  
TALLAHASSEE, FLORIDA

Name Change  
5/14/97  
DC

**ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
VEGGIE PATTY, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, Veggie Patty, Inc., a Florida corporation, hereby amends its Articles of Incorporation, as follows:

Article I is hereby amended to read:

**ARTICLE I**

**NAME**

The name of this Corporation shall be:

**V'DORA FOODS, INC.**

The foregoing Amendment to the Articles of Incorporation of was approved and adopted by all of the members of the Board of Directors and all of the Shareholders entitled to vote on May 5, 1997 in accordance with Section 607.1006, Florida Statutes.

IN WITNESS WHEREOF, the undersigned President of this Corporation, pursuant to the approval and authority given by the Board of Directors and by unanimous consent of all of the Shareholders entitled to vote, has executed these Articles of Amendment this 5<sup>th</sup> day of May 1997.

  
Edward Falcone, President

FILED  
97 MAY -8 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA