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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: THOMSON MURARO RAZOOK &amp; HUNT, P.A.

DEPARTMENT OF STATE

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STATE OF FLORIDA

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.

NAME: PAR FOODS, INC.

FAX AUDIT NUMBER: H96000008937

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ARTICLES OF INCORPORATION  
OF  
PAR FOODS, INC.

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ARTICLE I - NAME

The name of this Corporation is PAR Foods, Inc.

ARTICLE II - ADDRESS

The street address of the principal office of the Corporation shall be 12267 SW. 129th Court, Miami, Florida 33180.

ARTICLE III - DURATION

The Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

The purpose of the Corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares which the Corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of \$1.00 per share.

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Jeffrey Watkin  
Florida Bar No. 292400  
Thomson Muraro Razook & Hart, P.A.  
One Southeast Third Avenue  
17th Floor  
Miami, Florida 33131  
(305) 350-7200

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Fax Audit No. H96 00000 8937**ARTICLE VI - INITIAL REGISTERED  
OFFICE AND AGENT**

The initial registered office of the Corporation shall be 12257 SW. 129th Court, Miami, Florida 33186 and the initial registered agent of the Corporation at such office shall be Jimmie Dresnick, who upon accepting this designation agrees to comply with the provisions of Sections 48.001 and 607.0501, Florida Statutes, with respect to maintaining a registered agent and a registered office for service of process.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

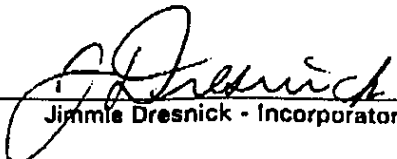
The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time as provided in the Bylaws but in no case shall the number of directors be less than one. The name and address of the director constituting the initial Board of Directors is:

| <u>Name</u>     | <u>Address</u>                                |
|-----------------|-----------------------------------------------|
| Jimmie Dresnick | 12257 SW. 129th Court<br>Miami, Florida 33186 |

**ARTICLE VIII - INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:

| <u>Name</u>     | <u>Address</u>                                |
|-----------------|-----------------------------------------------|
| Jimmie Dresnick | 12257 SW. 129th Court<br>Miami, Florida 33186 |

Date: Sept 25, 1996  
Jimmie Dresnick - IncorporatorFax Audit No. H96 00000 8937

08-20-00 WED 15:31 FAX 308 374 1005

THOMSON MURARO

2004

Fax Audit No. 496 00000 8937

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been appointed as registered agent to accept service of process for PAR Foods, Inc., hereby agrees to act in that capacity and further states that he is familiar with and accepts the obligations, and agree to comply with the provisions, of Sections 48.091 and 607.0801, Florida Statutes.

  
Jimmie Dreshnick - Registered Agent

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