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DEPARTMENT OF STATE 1402 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- -1150
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BRAINED FOODS, INC.
FAX AUDIT NUMBER: H90000009805 CURRENT STATUS: REQUESTED
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96-011-960

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FILED
96 JUL 15 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

BRAINERD FOODS, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is BRAINERD FOODS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation may engage in or transact any or all lawful activities of businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$10.00 per value common stock, which shall be designated as "common shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2665 Jaeger Drive, Delray Beach, Florida 33444, and the name of the initial registered agent of this corporation is Steven Brainerd.

David W. Schmidt, Esq.
100 N.E. Fifth Avenue
Delray Beach, FL 33483
Fla. Bar No. 355062

(407) 278-2601

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall be never less than one (1). The name and address of the initial director for this corporation is:

Steven Brainerd
2665 Jaeger Drive
Delray Beach, Florida 33444

ARTICLE VII - INCORPORATORS

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

Steven Brainerd
2665 Jaeger Drive
Delray Beach, Florida 33444

ARTICLE VIII - MAILING ADDRESS OF CORPORATION

The initial mailing address for this corporation is: 2665 Jaeger Drive, Delray Beach, Florida 33444.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - PREEMPTIVE RIGHTS

The holders of shares of stock shall have preemptive rights to purchase any shares of the Corporation hereafter issued in proportion to their holdings for the stock to be issued.

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15 day of July, 1996.


Steven Brainerd

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared Steven Brainerd, known to me and known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed those Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 15 day of July, 1995.


NOTARY PUBLIC
Print Name:
State of
My commission expires:
(SEAL)



DAVID W. SCHARDT
My Comm Exp. 9/06/96
Bonded By Service Ins
No. CC224741
JUL 15 1996

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with the said Act:

First - that BRAINERD FOODS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the County of Palm Beach, State of Florida, has named Steven Brainerd, located at 2665 Jaeger Drive, Delray Beach, Florida 33444, as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Steven Brainerd
Registered Agent

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96 JUL 15 AM 9:00
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TALLAHASSEE, FLORIDA

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