1201 DAYS STREET TALLAHASSLE, PL 32301-2607 904-222-9171

800-342-8086

networks

904-222-0393 FAX

PRABLISHMENSONICACCOUNT NO. :

072100000032

REFERENCE : 048996

81341A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 9, 1996

ORDER TIME : 12:11 PM

ORDER NO. : 048996

CUSTOMER NO:

81341A

CUSTOMER: Robin A. Lloyd, Esq

ROBIN A. LLOYD, SR. AND ASSOCIATES, P.A.

Suite 201

660 Beachland Boulevard Vero Beach, FL 32963

DOMESTIC FILING

NAME:

REGENCY FOODS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION ____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

_ PLAIN STAMPED COPY

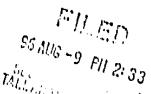
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

29.003.0013 \$914.31 4-22 08/09/96--01053--005 ++++122.50

ARTICLES OF INCORPORATION OF REGENCY FOODS, INC.



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

Article I Name and Address of Corporation

The name of the corporation shall be Regency Foods, Inc. The principal office address of the corporation is 115 Queen Elizabeth Court, Fort Pierce, Florida 34949.

Article II Purpose of Business

The corporation is organized for the purpose of engaging in any activity permitted under the laws of the United States or of this State.

Article III Capital Stock

The capital stock of this corporation shall consist of 100 shares of common stock of \$1.00 par value, fully paid and non-assessable. The whole or part of the capital stock of this corporation may be paid for in lawful money of the United States of America or in property, labor or services as a just valuation to be fixed by the Directors.

Article IV Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 115 Queen Elizabeth Court, Fort Pierce, Florida 34949 and the name of the initial registered agent of this corporation at that address is Carl J. Abendroth, Jr.

Article V Initial Board of Directors

This corporation shall have one (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial Directors of the corporation are:

<u>Name</u>

Address

Carl J. Abendroth, Jr.

115 Queen Elizabeth Court Fort Pierce, Florida 34949

Patricia G. Abendroth

115 Queen Elizabeth Court Fort Pierce, Florida 34949

Articlo VI

Incorporator

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

Namo

Addross

Carl J. Abendroth, Jr.

115 Queen Elizabeth Court Fort Pierce, Florida 34949

IN WITNESS WHEREOF, I have made and subscribed these Articles this 8th day of August, 1996.

Carl J. Abendroth, Jr. (SEAL)

STATE OF FLORIDA

:88.

COUNTY OF INDIAN RIVER:

I HEREBY CERTIFY that on the 8th day of August, 1996, personally appeared before me, Carl J. Abendroth, Jr., who provided his driver's license as proof of identification and took an oath, and he acknowledged before me that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in said County and State the day and year first above written.

Notary Public, State of Florida

My commission expires:



FILED

ACKNOWLEDGEMENT AND ACCEPTANCE OF

96 AUG -9 PH 2:33

AGENT OF SERVICE OF PROCESS

SECTION SEEL FLORIDA

The undersigned, Carl J. Abendroth, Jr., with his principal place of business at 115 Queen Elizabeth Court, Fort Pierce, Florida 34949, hereby acknowledges and accepts the duties of registered agent for the aforementioned corporation as enumerated in Florida Statute 607.0501.

Carl J (Abendroth, Jr. (SEAL)

Dated: August 8, 1996