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SCHOENE & BYRD, P.A.

Counsellors at Law
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August 23, 1996

VIA UPS OVERNIGHT

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

EFFECTIVE DATE
8.23.96

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-08/27/96--01116--019
***122.50 ***122.50

RE: Land Foods, Inc.

To Whom It May Concern:

Enclosed you will find two original Articles of Incorporation for the above referenced corporation. Also enclosed is our firm check in the amount of \$122.50. Please file these Articles and return a copy to this office in the enclosed return envelope.

Thank you for your assistance and cooperation.

Sincerely,

Teresa D. Pritchard

Teresa D. Pritchard
Assistant to John Schoene

TDT/pbj
enclosures

cc: Land Foods, Inc.

FILED
56 AUG 26 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8.28.96
KZ

ARTICLES OF INCORPORATION

OF

LAND FOODS, INC.

EFFECTIVE DATE
8-23-76

FILED
CLERK OF DISTRICT COURT
JUL 23 1976
ORLANDO, FLA.

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be LAND FOODS, INC. and the principal place of business shall be 7307 Grace Road, Orlando, FL 32819.

ARTICLE II - TERM OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III - GENERAL PURPOSE

The general purpose for which this Corporation is organized shall be:

It is intended that this Corporation is organized for and may conduct and transact any or all lawful business authorized and not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida will be 1059 Maitland Center Commons, Maitland, Florida 32751. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation is John S. Schoene. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

(1). The initial number of directors of this Corporation shall be two (2).

(2). The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one.

(3). The name and street address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Jack Land	7307 Grace Road Orlando, FL 32835
Norm Kaufman	4011 Winderlakes Drive Orlando, FL 32835

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

<u>Name</u>	<u>Street Address</u>
JOHN S. SCHOENE	1059 Maitland Center Commons Maitland, FL 32751

ARTICLE VIII - AMENDMENT TO ARTICLES

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

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Maitland, Florida, this 23rd day of August, 1996.

John S. Schoene (SEAL)
JOHN S. SCHOENE

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared JOHN S. SCHOENE, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed said instrument for the uses and purposes set forth herein.

WITNESS my hand and official seal in the County and State last aforesaid this 23rd day of August, 1996.



TERESA D PRITCHARD
My Commission CC554413
Expires Nov. 18, 1998

Teresa D. Pritchard
Notary Public, State of Florida

My Commission Expires:

Having been named as registered agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.325 of the Florida Statutes.

Signature: John S. Schoene

Date: 8/23/96

FILED
56 AUG 26 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA