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TO: DIVISION OF CORPORATIONS

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FROM: KATZ, BARRON, SQUITERO & FAUST, P.A.
CONTACT: ALBERT J XIQUES
PHONE: (305)856-2444

ACCT#: 072627002473

FAX #: (305)285-9227

NAME: NOBLE FOODS, INC.

AUDIT NUMBER.....H96000013339

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 46

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ARTICLES OF INCORPORATION
OF
NOBLE FOODS, INC.

ARTICLE I

NAME

The name of the corporation is NOBLE FOODS, INC. The mailing address of the corporation shall be 2300 Northeast 10th Street, Pompano, Florida 33062.

ARTICLE II

DURATION

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

Fax Audit No. H96000013339

This instrument prepared by:

W. TODD BOYD, Esq.

Fla. Bar No. 770558

KATZ, BARRON, SQUITERO, FAUST & BERMAN

2699 South Bayshore Drive

Seventh Floor

Miami, Florida 33133

(305)856-2444

Fax Audit No. H96000013339

ARTICLE III

PURPOSE

The corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE IV

POWERS

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

Fax Audit No. H96000013339
This instrument prepared by:
W. TODD BOYD, Esq.
Fla. Bar No. 770558
KATZ, BARRON, SQUITERO, FAUST & BERMAN
2699 South Bayshore Drive
Seventh Floor
Miami, Florida 33133
(305)856-2444

Fax Audit No. H96000013339

ARTICLE V
CAPITAL STOCK

This corporation is authorized to issue 600 shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI
INCORPORATOR

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

W. TODD BOYD, Esq.
Katz, Barron, Squitro, Faust & Berman, P.A.
2689 South Bayshore Drive - 7th Floor
Miami, Florida 33133

Fax Audit No. H96000013339
This instrument prepared by:
W. TODD BOYD, Esq.
Fla. Bar No. 770558
KATZ, BARRON, SQUITERO, FAUST & BERMAN
2689 South Bayshore Drive
Seventh Floor
Miami, Florida 33133
(305)856-2444

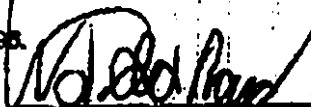
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ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2300 N.E. 10th Street, Pompano, FL 33062, and the name of the initial registered agent of this corporation at that address is Mr. Dino A. Carone.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this ____ day of September, 1993.


W. TODD BOYD, Incorporator

ACCEPTANCE OF REGISTERED AGENT

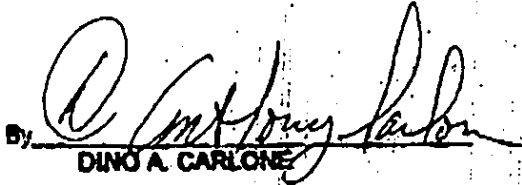
Having been named as registered agent and to accept service of process for the above corporation at the place designated in the Articles of Incorporation, we hereby accept this appointment of, and designation as, registered agent for service of process

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This instrument prepared by:
W. TODD BOYD, Esq.
Fla. Bar No. 770558
KATZ, BARRON, SQUITERO, FAUST & BERMAN
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Seventh Floor
Miami, Florida 33133
(305)856-2444

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within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that we may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VII of such Articles.

IN WITNESS WHEREOF, as said registered agent, we have caused this Statement to be signed on this 1 day of October 1996.

By 
DINO A. CARBONE

hcl:carbone@ncl.net

Fax Audit No. H96000013339
This instrument prepared by:
W. TODD BOYD, Esq.
Fla. Bar No. 770558
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2699 South Bayshore Drive
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