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ACCOUNT NO. : 072100000032

REFERENCE : 289697 10036A

AUTHORIZATION : *Patricia Pizut*

COST LIMIT : \$ 70.00

ORDER DATE : March 11, 1997

ORDER TIME : 3:42 PM

ORDER NO. : 289697-005

CUSTOMER NO: 10036A

CUSTOMER: David M. Dobin, Esq
DAVID M. DOBIN, ESQ

4555 Adams Avenue

Miami Beach, FL 33140

4000002112094 --U

DOMESTIC FILING

NAME: SOUTHPRIDE FOODS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
97 MAR 12 AM 9:21
SECURITIES DIVISION
TALLAHASSEE, FLORIDA

57 MAR 12 1997 8:33

K.R. MAR 13 1997

ARTICLES OF INCORPORATION
OF
SOUTHPRIDE FOODS, INC.

FILED
97 MAR 12 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SOUTHPRIDE FOODS, INC.

The address of the principal office of this corporation shall be 4555 Adams Avenue, Miami Beach, Florida 33140, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

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

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE VII. INDEMNIFICATION

The corporation may indemnify any officer, director, employee, or agent or any former officer, director, employee, or agent to the extent permitted by law.

ARTICLE VIII. MEDICAL/DENTAL REIMBURSEMENT

The corporation is authorized to adopt and hereby does adopt a medical and dental reimbursement plan for the benefit of its officers, directors, shareholders, and employees to the extent permitted by applicable Federal and Florida law.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company, on March 11, 1997.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar

Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar

Its Agent, Karen B. Rozar

SKD/WCE/DAS

FILED
97 MAR 12 AM 9:21
STATE
TALLAHASSEE, FLORIDA