



THE UNITED STATES  
CORPORATION  
COMPANY

P97000023138

ACCOUNT NO. : 072100000032

REFERENCE : 292062 10831B

AUTHORIZATION : *Patricia Pijet*

COST LIMIT : \$ 122.50

ORDER DATE : March 13, 1997

ORDER TIME : 9:28 AM

ORDER NO. : 292062-005

CUSTOMER NO: 10831B

500002112859-1

CUSTOMER: Sandra Mulienburg, Legal Asst  
GREENSPOON MARDER HIRSCHFELD  
RAFKIN  
135 West Central, Suite 1100  
Orlando, FL 32801

DOMESTIC FILING

NAME: HERITAGE FOODS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

RECEIVED  
97 MAR 13 AM 10:46  
DIVISION OF CORPORATION

FILED  
97 MAR 13 AM 10:15  
SECRET  
TALLAHASSEE, FL 32304

K.R. MAR 14 1997

ARTICLES OF INCORPORATION  
OF  
HERITAGE FOODS, INC.

FILED  
97 MAR 13 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be Heritage Foods, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address for the corporation is at 2952 Forsyth Road, Winter Park, Florida 32790.

ARTICLE III - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE IV - PURPOSES

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue and have outstanding One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation in the state of Florida is Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A.; 135 West Central Boulevard, Suite 1100; Orlando, Florida 32801. The name of the initial registered agent of the corporation at such address is N. Dwayne Gray, Jr.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have eight (8) directors initially. The number of directors may either increase or decrease from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The name and address of the initial director is:

<u>Name</u>	<u>Address</u>
Tony Pucinelli	607 Licking Hole Road Ashland, VA 23005
Andy Byer	6916 Valjean Avenue Van Nuys, CA 90406
Richard Launer	2952 Forsythe Road Winter Park, FL 32792
Tim Clemens	Reliance & Wile Avenue Souderton, PA 18964
Pete Rockhill	1617 Hendricks Avenue Jacksonville, FL 32207
Allen Smith	644 North 25th Street Reading, PA 19606

#### ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
N. Dwayne Gray, Jr.	135 West Central Boulevard Suite 1100 Orlando, Florida 32801

#### ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

#### ARTICLE X - INDEMNIFICATION

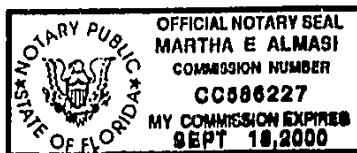
The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act, from time to time.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11<sup>th</sup> day of March, 1997.

N. Dwayne Gray, Jr.  
N. Dwayne Gray, Jr.  
("Incorporator")

STATE OF FLORIDA                    )  
  ) S.S.:  
COUNTY OF ORANGE                )

The foregoing instrument was acknowledged before me, an officer duly authorized in the State and County aforesaid, to take acknowledgements, this 11<sup>th</sup> day of March, 1997 by N. Dwayne Gray, Jr., who is personally known to me.



Martha E. Almasi  
NOTARY PUBLIC  
Print: MARTHA E. ALMASI  
My Commission expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned, N. Dwayne Gray, Jr., as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to the Florida Business Corporation Act.

N. Dwayne Gray, Jr.  
N. Dwayne Gray, Jr.  
("Registered Agent")

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FILED  
97 MAR 13 AM 10:15  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE