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395 Avenue C, N.W.
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June 17, 1997

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
JUN 18 AM 9:30

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

Re: ROONEY FOODS, INC.

000002218520--1
-06/20/97--01076--012
****122.50 ****122.50

Ladies and Gentlemen:

Enclosed herewith in connection with the above referenced matter, please find Articles of Incorporation and Designation of Registered Agent, to be filed with your office, together with my check payable to your order in the amount of \$122.50 to be allocated as follows:

Filing Fee	\$35.00
Certificate Designating Resident Agent	35.00
Certified Copy of Articles of Incorporation	<u>52.50</u>
	\$ 122.50

Please forward certified copy to this office, via the enclosed envelope.

Thanking you in advance for your assistance, I am,

With Kindest Regards,

Daniel P. Rooney
Daniel P. Rooney

encls.

BROWN JUN 19 1997

ARTICLES OF INCORPORATION
OF
ROONEY FOODS, INC.

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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 ROONEY FOODS, INC.

ARTICLE II - TERM OF EXISTENCE

This corporation shall exist perpetually commencing such existence upon the filing of these Articles.

ARTICLE III - GENERAL PURPOSE

The general purpose of which this corporation is organized shall be:

(1) To manufacture, construct, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class and description.

(2) 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, 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 V - 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 - PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be at 581 Avenue K, SE, Winter Haven, FL 33880. The initial street address of the registered office of this corporation in the State of Florida will be 581 Avenue K, SE, Winter Haven, FL 33880 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 at that address is Edward J. Rooney. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. The initial number of Directors of this corporation shall be one (1).

B. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the shareholders, but shall never be less than one.

C. 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>
EDWARD J. ROONEY	581 Avenue K, SE Winter Haven, FL 33880

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Street Address</u>
EDWARD J. ROONEY	581 Avenue K, SE Winter Haven, FL 33880

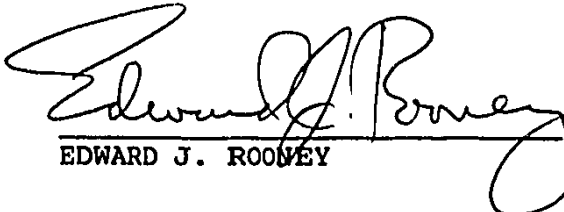
ARTICLE VII - AMENDMENT TO ARTICLES

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.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any registered agent, officer, director or incorporator, or any former registered agent, officer or director, to the full extent permitted by law.


IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Winter Haven, Polk County, Florida, this 17 day of June, 1997.


EDWARD J. ROONEY

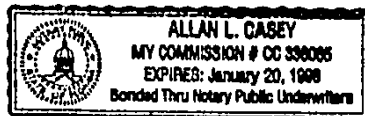
STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared
EDWARD J. ROONEY, known to me to be the individual described in
(or who provided the following identification
_____) and who executed the foregoing Articles
of Incorporation, and he/she acknowledged that he/she subscribed
the said instrument for the uses and purposes set forth herein.

WITNESS my hand and official seal in the County and State
last aforesaid this 17th day of June, 1997



Typed Name: _____
Notary Public - State of Florida
Commission No. _____
My commission expires _____



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Chapter 607 and Section 48.091, Florida
Statutes, the following is submitted, in compliance with the Act:

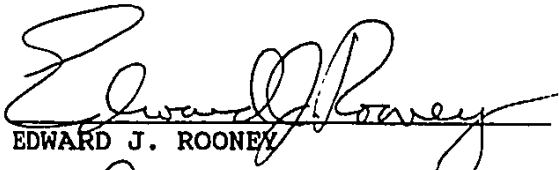
FIRST -- That ROONEY FOODS, INC., desiring to organize under
the laws of the State of Florida, with its principal office, as
indicated in the Articles of Incorporation, in the City of Winter
Haven, State of Florida, has named EDWARD J. ROONEY as its
registered agent to accept service of Process within this State.

SECOND -- That ROONEY FOODS, INC.'s registered agent shall
maintain his office for service of process within this state at
the following street address:

581 Avenue "K" S. E.
Winter Haven, Florida 33880

in the County of Polk, State of Florida.

Having been named as Registered Agent for the above stated
Corporation, at the place designated in this certificate, I
hereby agree to act in this capacity, I acknowledge that I am
familiar with and accept the obligations provided by Florida
Statute Section 607.0501 (1995) and I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties.


EDWARD J. ROONEY
Date: June 17, 1997

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