P97000067821

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 485140 8931A

AUTHORIZATION :

COST LIMIT : $ 70.00

ORDER DATE : August 4, 1997

ORDER TIME : 11:11 AM

ORDER NO. : 485140-005

CUSTOMER NO: 8931A

700002258757--3

CUSTOMER: John W. Biesinger, Iii, Esq
GRANT & BIESINGER

Suite 303
696 First Avenue North
Saint Petersbur, FL 33701

DOMESTIC FILING

NAME: PIGASUS SPECIALTY FOODS, INC.

FILED
97 AUG -5 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Tonya C. Holliday

EXAMINER'S INITIALS:

RECEIVED
97 AUG -5 PM 3:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SN AUG - 6 1997

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FILED

97 AUG -5 AM 8:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PIGASUS SPECIALTY FOODS, INC.

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:

PIGASUS SPECIALTY FOODS, INC.

The address of the principal office of this corporation shall be 5633 Puerta Boulevard, South Unit 302, St. Petersburg, Florida 33715 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.

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 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. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Barney D. Wilmoth, III Dir.	5633 Puerta Boulevard, South Unit 302 St. Petersburg, Florida 33715
Carol M. Wilmoth Dir.	Same
John W. Biesinger, III Dir.	c/o Suite 303, 696 First Avenue North St. Petersburg, Florida 33701

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Barney D. Wilmoth, III Pres./Sec./Treas.	5633 Puerta Boulevard, South Unit 302 St.Petersburg, Florida 33715
Carol M. Wilmoth V.Pres.	Same

ARTICLE VIII. 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 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 August 5, 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 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 Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: ______________________________
Its Agent, Karen B. Rozar

LRD/tch

FILED
97 AUG -5 AM 8:50
SEC[illegible] STATE
TALLAHASSEE, FLORIDA