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ACCOUNT NO. : 072100000032

REFERENCE : 524357 9223A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizzuto

ORDER DATE : September 10, 1997

ORDER TIME : 1:57 PM

ORDER NO. : 524357-005

CUSTOMER NO: 9223A

100002289991 -- 7

CUSTOMER: Dawn Klinger, Legal Asst
GOZA & HALL

Corporate Square, Suite 402
28050 Us 19 North
Clearwater, FL 33761

DOMESTIC FILING

NAME: FANCY'S GOURMET 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: Daniel W Leggett

EXAMINER'S INITIALS:

RECEIVED
97 SEP 10 PM 4:21

FILED
97 SEP 10 AM 8:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SN SEP 11 1997

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ARTICLES OF INCORPORATION
OF
FANCY'S GOURMET FOODS, INC.

FILED
97 SEP 10 AM 8:19
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:

FANCY'S GOURMET FOODS, INC.

The address of the principal office of this corporation shall be 2087 Michigan Avenue, Northeast, St. Petersburg, Florida 33703, 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 1000 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. 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 September 10, 1997.

CORPORATION SERVICE COMPANY

By: Gail Shelby
Its Agent, Gail Shelby

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: Gail Shelby
Its Agent, Gail Shelby

DWL

FILED
97 SEP 10 AM 8:19
STATE
TALLAHASSEE, FLORIDA