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CARLTON FIELDS

ATTORNEYS AT LAW

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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HARBOURVIEW BUILDING
25 WEST CEDAR STREET, 4TH FLOOR
PENSACOLA, FLORIDA 32501-5974

September 17, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

Re: Century Foods of Northwest Florida, Inc.

Dear Sir or Madam:

Enclosed for filing with your office is an original and one copy of Articles of Incorporation of Century Foods of Northwest Florida, Inc. Please return one certified copy of the Articles of Incorporation to me in the enclosed stamped, self-addressed envelope.

Also enclosed is our check in the amount of \$122.50 to cover the cost of the filing fees (\$35.00), the registered agent designation (\$35.00) and one certified copy (\$52.50).

Please call me if you have any questions or need any additional information.

Very truly yours,



Debra H. Sincere
Legal Assistant

Enclosures

cc: Bill B. McEachern, Attorney

P. Hall
SEP 24 1997

PW77368.1

CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.

TAMPA

ORLANDO

PENSACOLA

TALLAHASSEE

WEST PALM BEACH

ST. PETERSBURG

**ARTICLES OF INCORPORATION
OF
CENTURY FOODS OF NORTHWEST FLORIDA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I
Name

The name of the corporation is Century Foods of Northwest Florida, Inc.

ARTICLE II
Address

The street and mailing address of the corporation's initial principal office is 1001 Texar Street, Pensacola, Florida 32503.

ARTICLE III
Stock

The corporation shall have authority to issue 1000 shares of common stock.

ARTICLE IV
Initial Registered Agent and Office

The street address of its initial registered office is 1001 Texar Street, Pensacola, Florida 32503. The name of its initial registered agent at that address is Scott Green.

ARTICLE V
Incorporator

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Scott Green	1001 Texar Street Pensacola, Florida 32503

ARTICLE VI
Initial Directors

The corporation shall have the number of directors as set forth in the bylaws, but initially shall have one director, whose name and address is:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Name

Address

Scott Green

1001 Texar Street
Pensacola, FL 32503

Dated this 8th day of September, 1997.



Scott Green, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 8th day of September, 1997.

Registered Agent



Scott Green