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MEMBER OF FLORIDA
AND GEORGIA BAR

REAL PROPERTY LAW
TITLE INSURANCE
REAL ESTATE CLOSINGS
WILLS, TRUSTS AND ESTATE PLANNING
ESTATE ADMINISTRATION AND PROBATE

January 20, 1998

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

700002411927--6
-01/26/98--01095--024
*****70.00 *****70.00

Re: S.B.M. FOODS, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. I have also enclosed a check in the amount of \$70.00 which represents the filing fee for each corporation as follows:

Filing Fee	\$ 35.00
Resident Agent Designation	\$ 35.00
Total	\$ 70.00

Please return the copy to the undersigned as soon as possible. Thank you for your assistance with this matter.

Very truly yours,

Andrea L. Minnies

Andrea L. Minnies
Paralegal

/alm
Enclosure
cc: client

FILED
98 JAN 26 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Q1-28-98

**ARTICLES OF INCORPORATION
OF
S.B.M. FOODS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is S.B.M. FOODS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be

2499 Glades Road
Boca Raton, Florida 33431

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 10,000 shares of Common Stock, for a nominal or par value of \$1.00 per share.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - PREEMPTIVE RIGHTS

Every stockholder, upon sale for cash of any new stock in this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office and agent of this corporation is:

LEE MAX ROTHMAN, ESQUIRE
Law Offices of Lee Max Rothman, P.A.
2295 Corporate Boulevard, N.W., Suite 134
Boca Raton, FL 33431

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the director(s) of this corporation is:

Jacquelyn H. Ehrlich
2499 Glades Road
Boca Raton, Florida 33431

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

LEE MAX ROTHMAN, ESQUIRE
Law Offices of Lee Max Rothman, P.A.
2295 Corporate Boulevard, N.W., Suite 134
Boca Raton, FL 33431

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officers or directors or any former officers or directors to the full extent permitted by law.

ARTICLE X - I.R.C. STOCK PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations thereunder. Such actions as are necessary will be taken by the appropriate officers of the Corporation to accomplish this compliance.

ARTICLE XI - AMENDMENT

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 the same reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 1st day of January 1998.



Lee Max Rothman

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

In pursuance to Chapter 607, Florida Statutes, the following is submitted, in compliance with said Act.

That S.B.M. 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 Boca Raton, FL as its agents to accept service of process within this State.

1. The name of the corporation.

S.B.M. FOODS, INC.

2. The name and address of the registered agent and office is:

LEE MAX ROTHMAN, ESQUIRE
Law Offices of Lee Max Rothman, P.A.
2295 Corporate Boulevard, N.W., Suite 134
Boca Raton, FL 33431

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, 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 obligations of my position as registered agent.

Dated: January 66, 1998.



LEE MAX ROTHMAN
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA