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98 MAR -5 PM 1:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LYNN C. HIGBY  
(1938-1992)

ROWLETT W. BRYANT  
CLIFFORD C. HIGBY  
CECILIA REDDING BOYD

March 2, 1998

Honorable Sandra B. Mortham  
Florida Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

000002447870--3  
-03/05/98--01027--005  
\*\*\*\*122.50 \*\*\*\*122.50

Re: **Incorporation of Sims Foods, Inc.**

Dear Ms. Mortham:

Enclosed herewith are the original and a copy of Articles of Incorporation and Certificate Designating Place of Business for Sims Foods, Inc. Our firm check in the amount of \$122.50 is enclosed for the filing fee and certified copy charges.

Your assistance in filing the same will be greatly appreciated, and we will look forward to receiving a filed, certified copy of the Articles of Incorporation at your earliest convenience.

Please call if you have any questions.

Sincerely,

  
Clifford C. Higby

CCH/lmh

Enclosures

P. Hall

MAR - 6 1998

**ARTICLES OF INCORPORATION**  
**OF**  
**SIMS FOODS, INC.**

**FILED**  
**98 MAR -5 PM 1:09**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

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THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation hereby subscribes to and forms a corporation for profit under the law of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation is SIMS FOODS, INC.

**ARTICLE II - NATURE OF BUSINESS**

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

**ARTICLE III - DURATION**

This corporation shall have perpetual existence and shall commence on filing.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue one hundred (100) shares of common stock, each having a par value of One Dollar (\$1.00).

**ARTICLE V - INITIAL REGISTERED  
OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1809 St. Andrews Boulevard, Panama City, Florida, 32405, and the name of the original registered agent at that address of this corporation is Paul V. Sims.

## **ARTICLE VI – BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation is:

Paul V. Sims

1809 St. Andrews Boulevard  
Panama City, Florida 32405

## **ARTICLE VII – INCORPORATORS**


The name and address of the person signing these Articles of Incorporation is:

Paul V. Sims  
1809 St. Andrews Boulevard  
Panama City, Florida 32405

## **ARTICLE VIII – PRE-EMPTIVE STOCK RIGHTS**

The holders of the common stock of this corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock issued by the corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

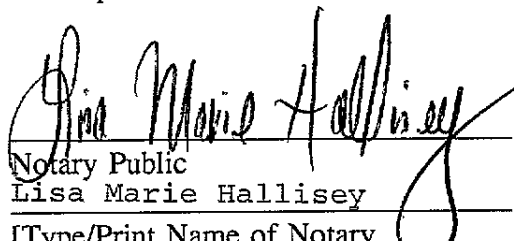
IN WITNESS WHEREOF, the undersigned subscriber has hereunto set his hand and seal,  
this 2nd day of March, 1998.

  
Paul V. Sims

**STATE OF FLORIDA,  
COUNTY OF BAY.**

BEFORE ME, the undersigned authority, this day personally appeared Paul V. Sims, to me known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that his execution thereof was his free act and deed, for the uses and purposes therein mentioned and expressed.

SWORN TO and subscribed before me this 2nd day of March, 1998,  
by Paul V. Sims, who is personally known to me ~~or who produced~~ \_\_\_\_\_ as  
~~identification.~~

  
\_\_\_\_\_  
Notary Public  
Lisa Marie Hallisey  
[Type/Print Name of Notary  
Commission No./Expiration:



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


**FILED**  
MAR -5 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN PURSUANCE of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that Sims Foods, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation at 1809 St. Andrews Boulevard, Panama City, Florida, 32405, has named Paul V. Sims, located at said address, as its agent for service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
Paul V. Sims