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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: G & R FOODS, INC.

AUDIT NUMBER.....H98000004694

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

G & R FOODS, INC.

ARTICLE I - NAME

The name of this corporation shall be:

G & R Foods, Inc.

and its principal office and mailing office is

309 Cactus Road

Seffner, Florida 33584

ARTICLES II - DURATION

The corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

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

The initial registered office of this corporation shall be 750 W. Lumsden Road, Brandon, Florida 33511. The Registered Agent of this corporation at such office, shall be

CLIFTON C. CURRY, JR., ESQ
FBN: 0338915
Law Office of Curry & Associates, P.A.
750 West Lumsden
P.O. Box 1143
Brandon, FL 33509-1143
(813) 653-2500 - Fax: (813) 659-0242

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TALLAHASSEE, FLORIDA

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Clifton C. Curry, Jr., who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time-to-time with respect to keeping an office open for service of process.

**ARTICLE VI - INITIAL BOARD
OF DIRECTORS**

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time-to-time by vote of the Shareholders as set out in the By-Laws. The names and addresses of the initial Board are:

NAME	ADDRESS
Mustapha Casper	309 Cactus Road Seffner, Florida 33584
Fadel Kazbour	10251 S.E. Highway 441 Bellevue, Florida 34420

ARTICLE VII - INCORPORATOR

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

Clifton C. Curry, Jr.

750 West Lumsden
Brandon, FL 33511


CLIFTON C. CURRY, JR.
as Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, CLIFTON C. CURRY, JR., as incorporator, to me personally known or who produced driver's licenses or

LAW OFFICES
CURRY & ASSOCIATES, P.A.
LAURA PROFESSIONAL CENTER
701 WEST LUMSDEN
P.O. BOX 1143
BRANDON, FLORIDA 33509-1143
(813) 689-0242
FAX (813) 689-0242

CLIFTON C. CURRY, JR., ESQ.
FBN: 0338915
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Brandon, FL 33509-1143
(813) 689-0242 - Fax (813) 689-0242

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_____ as identification, and who did take an oath, to be the person described in and who, after being duly sworn, deposes and states that he executed the foregoing ARTICLES OF INCORPORATION of G & R FOODS, INC. and the said individual acknowledged before me that he executed the same as his free act and deed for the uses and purposes therein stated.

SWORN TO AND SUBSCRIBED BEFORE ME, this 10th day of March, 1998, at Brandon, Hillsborough County, Florida.

NOTARY PUBLIC

Patti J. Williams

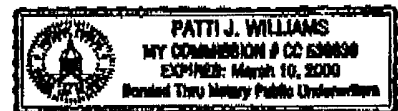
Sign P. J. Williams

Print Name:

State of Florida at Large (Seal)

My Commission No.: _____

My Commission Expires: _____



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LAW OFFICES
CURRY & ASSOCIATES, P.A.
10000 PROFESSIONAL CENTER
THE WEST TOWER
P.O. BOX 1143
BRANDON, FLORIDA 33509-1143
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CLIFTON C. CURRY, JR., ESQ.
FBN: 8328915
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750 West Limestone
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Brandon, FL 33509-1143
(813) 652-2500 - Fax: (813) 652-2500

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING REGISTERED OFFICE
AND REGISTERED AGENT (AND RESIDENT AGENT)
G & R FOODS, INC.**

Pursuant to applicable Florida Statutes, the following is submitted:

That G & R Foods, Inc., desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the ARTICLES OF INCORPORATION at 750 W. Lumsden Road, Brandon, Florida 33511, has named Clifton C. Curry, Jr. as its Registered Agent (and Resident Agent).

ACKNOWLEDGMENT

Having been named Registered Agent for the above-stated corporation as designed in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Florida Statutes relative to keeping open said office.


CLIFTON C. CURRY, JR.
as Registered Agent

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TALLAHASSEE, FLORIDA

LAW OFFICES
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BRANDON, FLORIDA 33511-1143
RAY BRIDGES
PATRICIA R. BIRD

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