

**CORPORATE
ACCESS,**

INC.

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

CERTIFIED COPY

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FILING

1.) South Dixie Foods, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
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(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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FILED
98 MAR 19 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
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DIVISION OF CORPORATION

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ARTICLES OF INCORPORATION
OF
SOUTH DIXIE FOODS, INC.

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is SOUTH DIXIE FOODS, INC.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE HUNDRED (100) SHARES of capital stock, \$1.00 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is one (1) and the name and address of the person who is to serve as director until the first

annual meeting of shareholders or until the successor is elected and qualified is:

Mauro B. Nannini
12000 Biscayne Boulevard
Suite 401
Miami, Florida 33181

SEVENTH: The name and address of the incorporator is:

Mauro B. Nannini
12000 Biscayne Boulevard
Suite 401
Miami, Florida 33181


EIGHTH: The name and address of the initial registered agent and the initial registered office are:

Glenn T. Vandewater, Esq.
Delgado, Befeler, Starkman & Magolnick, P.A.
100 Southeast 2nd Street, Suite 3700
Miami, Florida 33131

NINTH: The principal office of the corporation is:

12000 Biscayne Boulevard
Suite 401
Miami, Florida 33181

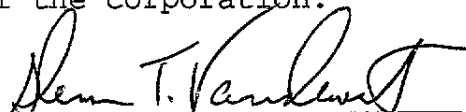
DATED: March 18, 1998



MAURO B. NANNINI,
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.



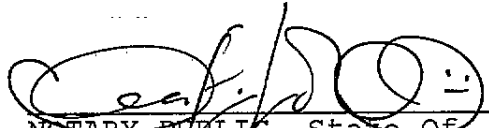
GLENN T. VANDEWATER,
Initial Registered Agent

STATE OF FLORIDA)

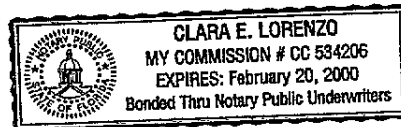
) SS:

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 18th day of March, 1998, by **GLENN T. VANDEWATER** who did take an oath and who is personally known to me.


NOTARY PUBLIC, State of
Florida At Large

My commission expires:



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