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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAZARUS CORPORATE FILING SERVICE, INC.

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SOUTHERN & UNCLE DIXIE FOODS INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 2:00 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
98 APR 14 AM 10:51
DIVISION OF CORPORATION

K. Rolfe APR 14 1998

Examiner's Initials

ARTICLES OF INCORPORATION

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TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be:

SOUTHERN & UNCLE DIXIE FOODS INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

P.O. Box 54-0201
Opa Locka, Fl. 33055

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

50 shares of no-par value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

UGO V. CHIARATO, C.P.A.
220 71ST STREET - SUITE 213
MIAMI BEACH, FL 33141

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

John Townson (President) 360 N.W. 40th Street, Miami, Fl. 33127

Ben Holliday (Treasurer) 4046 N.W. 19th Street apt. 401

Yvonne Holliday (Secretary) Lauderhill, Florida 33313

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

11th day of APRIL, 1998.

John Townson

Signature

Ben Holliday

Signature

Yvonne Holliday

Signature

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: SOUTHERN & UNCLE DIXIE FOODS INC.

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

(NAME)

UGO V. CHIARATO, C.P.A.
220 71ST STREET - SUITE 213
MIAMI BEACH, FL 33141

(P.O. BOX NOT ACCEPTABLE)

UGO V. CHIARATO, C.P.A.
220 71ST STREET - SUITE 213
MIAMI BEACH, FL 33141

(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND 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.

UGO V. CHIARATO, C.P.A.
220 71ST STREET - SUITE 213
MIAMI BEACH, FL 33141

SIGNATURE

Ugo V Chiarato

DATE

APRIL 11, 1998

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