



THE UNITED STATES
CORPORATION
COMPANY

PA8000034410

FILED

98 APR 15 PM 2:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 782123 4313196

AUTHORIZATION :

COST LIMIT : \$ FEES PPD

ORDER DATE : April 15, 1998

ORDER TIME : 10:21 AM

ORDER NO. : 782123-005

CUSTOMER NO: 4313196

CUSTOMER: Ms. Melissa Willis
MOSS, HENDERSON ET AL.

817 Beachland Blvd. Bx 3406

Vero Beach, FL 32964

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-04/15/98--01035--017
****122.50 ****122.50

DOMESTIC FILING

NAME: FOREST HILL FOODS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

APR 15 1998

RECEIVED
98 APR 15 PM 12:16

ARTICLES OF INCORPORATION

OF

FOREST HILL FOODS, INC.

FILED

98 APR 15 PM 2:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: FOREST HILL FOODS, INC.

ARTICLE II

DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of Class A common stock (voting) at \$1.00 par value and 1,000 shares of Class B common stock (nonvoting) at \$1.00 par value.

ARTICLE IV

QUORUM FOR STOCKHOLDERS MEETING

Unless otherwise provided for in the Corporation's By-Laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street and mailing address of the initial registered office of this corporation is 817 Beachland Boulevard, Vero Beach, Florida, 32963, and the name of the initial registered agent of this corporation is Steve L. Henderson, Attorney, whose street and mailing address is 817 Beachland Boulevard, Vero Beach, Florida 32963.

The principal place of business and mailing address of the corporation shall be 49 Royal Palm Point, Suite 200, Vero Beach, Florida 32960.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director(s), initially. The number of Directors may be either increased or diminished from time to time in the manner provided in the By-Laws, but shall never be less than one. The name of the initial Director of the corporation is as follows:

<u>Name</u>	<u>Address</u>
Steven Craig Long	49 Royal Palm Point, Suite 200 Vero Beach, Florida 32960

ARTICLE VII

INCORPORATORS

The name and address of the corporation's incorporator is:

Steve L. Henderson, Attorney
817 Beachland Boulevard
Vero Beach, Florida 32963

ARTICLE VIII

RESTRICTIONS ON TRANSFER OF CAPITAL STOCK

Unless otherwise provided in the Corporation's By-Laws, no shares of the capital stock of this corporation may be transferred without the prior approval of the corporation's Board of Directors.

ARTICLE IX

INDEMNIFICATION


The corporation shall indemnify its officers, directors and authorized agents, for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X

PRE-EMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights, pursuant to the provisions of Florida Statute 607.0630 (1995).

IN WITNESS WHEREOF, I have subscribed my hand this 10th day of April, 1998.

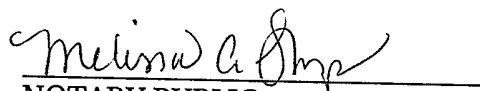


Steve L. Henderson, Attorney
Incorporator and
Registered Agent

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 10th day of April, 1998, by Steve L. Henderson who is personally known to me.

(Notarial Stamp)



NOTARY PUBLIC

Name

State of Florida

My Commission No:

My Commission Expires:



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

FILED
98 APR 15 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

That FOREST HILL FOODS, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Vero Beach, County of Indian River, State of Florida, has named Steve L. Henderson, Attorney, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-styled 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.



Steve L. Henderson
Attorney

(C:\DATA\LONG\ARTICLES)