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THE UNITED STATES
CORPORATION
COMPANY

22 APR 16 PM 3:22

ACCOUNT NO. : 072100000032 CORPORATION
DIVISION 32

REFERENCE : 784460 5674A

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 122.50

ORDER DATE : April 16, 1998

ORDER TIME : 1:31 PM

ORDER NO. : 784460-005

000002491500--1

CUSTOMER NO: 5674A

CUSTOMER: Carla Wellborn, Legal Asst
KIMPTON BURKE & WHITE

Suite 100
28059 U.S. Highway 19, North
Clearwater, FL 33761

DOMESTIC FILING

NAME: P & C 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: Christopher Smith

EXAMINER'S INITIALS:

g 4/17/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 16 AM 9:11

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98 APR 16 AM 9:11

ARTICLES OF INCORPORATION
OF
P & C FOODS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida. []

ARTICLE I. NAME

The name of the corporation shall be:

P & C FOODS, INC.

The address of the principal office of this corporation shall be 107 Phillips Way, Palm Harbor, Florida 34683, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 28059 U.S. Highway 19 North, Suite 100, Clearwater, Florida 33761, and the name of the initial registered agent of the corporation at that address is Robert C. Burke, Jr.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

ARTICLE VII. INDEMNIFICATION

The corporation may indemnify any officer, director, employee, or agent or any former officer, director, employee, or agent to the extent permitted by law.

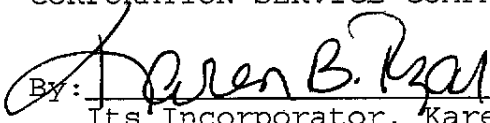
ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set
their hand and seal of Corporation Service Company
on April 16, 1998.

CORPORATION SERVICE COMPANY

By: 
Its Incorporator, Karen B. Rozar

CKS

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DIVISION OF CORPORATIONS
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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 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: P & C Foods, Inc.
2. The name and address of the registered agent and office is:

ROBERT C. BURKE, JR.
(Name)

28059 U. S. HIGHWAY 19 NORTH, SUITE 100
(P.O. Box not acceptable)

CLEARWATER, FLORIDA 33761
(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.


(Signature)