

NEIL JOSEPH
1114 WOODSMERE PARKWAY
ROCKLEDGE, FLORIDA 32955

P98000074783

AUGUST 20, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
98 AUG 24 AM 7:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

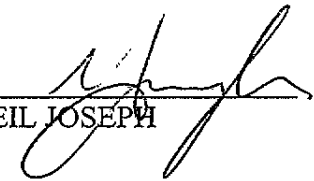
Re: Incorporation of SCOUSE FOODS, INC.

Please find enclosed a check payable to Florida Department of State, in the sum of \$122.50, an original and a copy of the Articles of Incorporation of SCOUSE FOODS, INC.. Please act on these articles and return a certified copy to:

NEIL JOSEPH
1114 WOODSMERE PARKWAY
ROCKLEDGE, FLORIDA 32955

Thank you for your assistance in this matter.

Very truly,


NEIL JOSEPH

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ARTICLES OF INCORPORATION
OF
SCOUSE FOODS, INC.

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TALLAHASSEE, FLORIDA

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 SCOUSE FOODS, INC..

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 1114 WOODSMERE PARKWAY of the initial registered office of the corporation shall be 1114 WOODSMERE PARKWAY, ROCKLEDGE, FLORIDA 32955, and the name of the initial registered agent of the corporation at that address is NEIL JOSEPH.

ARTICLE V, TERM OF EXISTANCE

This corporation is to exist perpetually.

ARTICLE VI, DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is NEIL JOSEPH, 1114 WOODSMERE PARKWAY, ROCKLEDGE, FLORIDA 32955.

ARTICLE VII, INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is NEIL JOSEPH, 1114 WOODSMERE PARKWAY, ROCKLEDGE, FLORIDA 32955.

ARTICLE VIII, CORPORATION 1114 WOODSMERE PARKWAY

The Corporation's initial business address is 1114 WOODSMERE PARKWAY, ROCKLEDGE, FLORIDA 32955.

The undersigned incorporator has executed these Articles of Incorporation on AUGUST 20, 1998.



INCORPORATOR, NEIL JOSEPH

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TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

NEIL JOSEPH, an individual, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligation of the position of Registered Agent under Section 607.0505, Florida Statutes.



REGISTERED AGENT, NEIL JOSEPH