



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 944702 5057475

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : August 28, 1998

ORDER TIME : 3:22 PM

ORDER NO. : 944702-010

CUSTOMER NO: 5057475

CUSTOMER: Mr. Richard A. Chase
LYKES BROS. INC.
400 North Tampa Street
Floor 20
Tampa, FL 33602

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 28 PM 4:22

DOMESTIC FILING

NAME: LYKES CONSUMER BRANDS, INC.

200002628192--1

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 Turner

EXAMINER'S INITIALS:

RECEIVED
98 AUG 28 PM 4:11
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 28 PM 4: 22

**ARTICLES OF INCORPORATION
OF
LYKES CONSUMER BRANDS, INC.**

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME AND PLACE OF BUSINESS

The name of this corporation is **Lykes Consumer Brands, Inc.** and the principal place of business will be 400 North Tampa Street, Tampa, Florida 33602.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation's existence shall commence on the date of filing of these Articles of Incorporation.

ARTICLE III

BUSINESS AND POWERS

A. The general nature of the business or businesses to be transacted by the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

B. The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

ARTICLE IV

AUTHORIZED SHARES

The maximum number of shares of stock authorized to be issued by the Corporation is 1,000 shares of capital stock, all of which shares shall be common shares of the par value of \$1.00 per share and each of which shall have the

same rights and privileges. Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full part value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or services or any other legal form of consideration.

ARTICLE V

INITIAL AGENT AND REGISTERED OFFICE

The name of the initial registered agent is Elizabeth A. Waters, and the street address of the initial registered office of the corporation is 400 North Tampa Street, Tampa, Florida 33602.

ARTICLE VI

BOARD OF DIRECTORS

The name and address of the individuals who are to serve as initial directors are:

M. Lenny Pippin
400 North Tampa Street
Tampa, Florida 33602

John A. Brabson, Jr.
400 North Tampa Street
Tampa, Florida 33602

ARTICLE VII

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is: Elizabeth A. Waters, 400 North Tampa Street, Tampa, Florida 33602.

ARTICLE VIII

INDEMNIFICATION

A. Right to Indemnification. Except as limited by paragraph B hereinbelow, the Corporation shall indemnify to the fullest extent authorized by

the Florida Business Corporation Act, Section 607.0850, Florida Statutes or as such law may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), each director and officer of the Corporation who is or was a party to any proceeding by reason of the fact that he or she is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof. For purposes of this Article, the term "proceeding" includes any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal and the term "liability" includes obligations to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to any employee benefit plan), and expenses actually and reasonably incurred with respect to a proceeding. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation. Indemnification and advancement of expenses as provided for in this Article shall continue to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

B. Exceptions. Indemnification or advancement of expenses shall not be made to or on behalf of any director or officer if a judgment or other final adjudication establishes that his or her action, or omissions to act, were material to the cause of action so adjudicated and constitute:

(1) A violation of criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful:

(2) A transaction from which the director or officer derived an improper benefit:

(3) In the case of a director, a circumstance under which Section 607.0834, Florida Statutes would subject a director to liability; or

(4) Willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

C. Insurance. The Corporation may purchase and maintain insurance, at its expense, to protect itself and any director and officer of the Corporation or other enterprise against any liability, whether or not the Corporation would have the power to indemnify such person against such liability under the Florida Business Corporation Act.

D. Limitation of Director's Liability. A director of the Corporation shall not be personally liable for monetary damages to the Corporation or any other person (including a shareholder of the Corporation) for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

(1) The director breached or failed to perform his or her duties as a director; and

(2) The director's breach of, or failure to perform, those duties constitutes:

(i) A violation of the criminal law, unless the director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful;

(ii) A transaction from which the director derived an improper personal benefit;

(iii) A circumstance under which Section 607.0834, Florida Statutes would subject the director to liability;

(iv) In a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or

(v) In a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

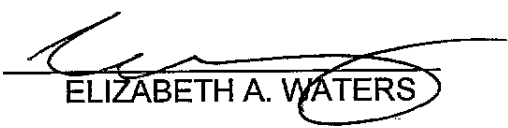
ARTICLE IX

MISCELLANEOUS

A. Other Offices, Agencies and Branches. The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

B. Location of Shareholders and Directors Meetings. Meetings of the shareholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of August, 1998.


ELIZABETH A. WATERS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 28 PM 4: 22

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: **Lykes Consumer Brands, Inc.**
2. The name and address of the registered agent and office is:

**Elizabeth A. Waters
400 North Tampa Street
Tampa, Florida 33602**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designed 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)

8-20-98

(Date)