

P98000082119



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 969712 4724082

AUTHORIZATION :

*Patricia Pizit*

COST LIMIT : \$ 175.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 22 PM 2:18

ORDER DATE : September 22, 1998

ORDER TIME : 11:15 AM

ORDER NO. : 969712-005

CUSTOMER NO: 4724082

CUSTOMER: Ms. Marlene Hammock  
WINN-DIXIE STORES INC

8000002646318--4

5050 Edgewood Court

Jacksonville, FL 32254

DOMESTIC FILING

NAME: WD BRAND PRESTIGE STEAKS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2) CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

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*g 9/22/98*

**ARTICLES OF INCORPORATION**  
**OF**  
**WD BRAND PRESTIGE STEAKS, INC.**

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

**ARTICLE I**

**NAME**

The name of this corporation shall be WD Brand Prestige Steaks, Inc.

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal office and mailing address of this corporation shall be 5050 Edgewood Court, Jacksonville, Florida 32254.

**ARTICLE III**

**CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of common stock with a par value of One Cent (\$.01) per share, which shares shall be and hereby are designated as "Common Shares." Without action by the shareholders, any or all of the authorized

shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

#### ARTICLE IV

##### **INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation in the State of Florida is 5050 Edgewood Court, Jacksonville, Florida 32254. The name of the initial registered agent of this corporation at that address is E. Ellis Zahra, Jr. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

#### ARTICLE V

##### **INCORPORATOR**

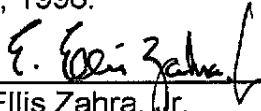
The name and street address of the incorporator to these Articles of Incorporation is E. Ellis Zahra, Jr., 5050 Edgewood Court, Jacksonville, Florida 32254.

#### ARTICLE VI

##### **AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these  
Articles of Incorporation this 21<sup>st</sup> day of September, 1998.

  
\_\_\_\_\_  
E. Ellis Zahra, Jr.  
Incorporator

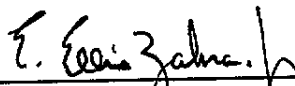
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**REGISTERED AGENT OF  
WD BRAND PRESTIGE STEAKS, INC.**

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Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon WD Brand Prestige Steaks, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 5050 Edgewood Court, Jacksonville, Florida 32254.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Florida on this 21<sup>st</sup> day of September, 1998.

  
\_\_\_\_\_  
E. Ellis Zahra Jr.  
Registered Agent