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October 28, 1998

DELIVERED BY AIRBORNE EXPRESS

SECRETARY OF THE STATE OF FLORIDA
409 East Gaines Street
Tallahassee, Florida 32399

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-10/30/98--01044--005
*****87.50 *****87.50

Re: Hallmark Home Foods, Inc.

To Whom It May Concern:


I have enclosed the original and a copy of the Articles of Incorporation for the above referenced corporation. I have also enclosed our check in the amount of \$87.50 for payment as follows:

Certified Copy of Articles	\$ 8.75
Certificate	\$ 8.75
Filing Fee	\$ 35.00
Designation of Registered Agent	\$ 35.00
	<u>\$ 87.50</u>

Upon incorporation, please return the certificate and certified copy to our office.

Please contact me if you should need anything further to process this request or have any questions.

Yours very truly,


Kim Beohler
Paralegal

Enclosures: as noted.

FILED
98 OCT 30 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-11/2/98

FILED
98 OCT 30 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
HALLMARK HOME FOODS, INC.

The undersigned, for the purpose of forming a corporation pursuant to the Florida General Corporation Act, Chapter 607, Florida Statutes, certifies:

ARTICLE I

NAME

The name of the corporation is HALLMARK HOME FOODS, INC. The principal office is located at 412 Cinnamon Oak Court, Lake Mary, Florida 32746 and the mailing address of this corporation is 412 Cinnamon Oak Court, Lake Mary, Florida 32746.

ARTICLE II

DURATION

The duration of this corporation shall be perpetual.

ARTICLE III

PURPOSE

The general purpose and objective of this corporation is to market home food sales and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV

CAPITAL STOCK

The capital stock of this corporation shall be divided into Ten Thousand (10,000) shares of common stocks with a par value of \$1.00 per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The Registered Agent of this corporation is DAVID T. RUSSI, JR.. The street address of the registered office of this corporation is: 412 Cinnamon Oak Court, Lake Mary, Florida 32746.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be one (1),
to-wit:

DAVID T. RUSSI, JR., 412 Cinnamon Oak Court, Lake Mary, FL 32746

ARTICLE VII

INITIAL OFFICERS

The initial officers of this corporation shall be:

DAVID T. RUSSI, JR., President and Treasurer
STEPHANIE A. RUSSI, Secretary

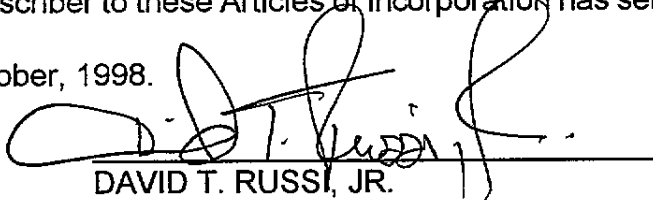
ARTICLE VIII

INCORPORATORS

The name and address of the subscriber to these Articles of Incorporation is:

DAVID T. RUSSI, JR., 412 Cinnamon Oak Court, Lake Mary, FL 32746


IN WITNESS WHEREOF, the subscriber to these Articles of Incorporation has set
her hand and seal this 23 day of October, 1998.


DAVID T. RUSSI, JR.

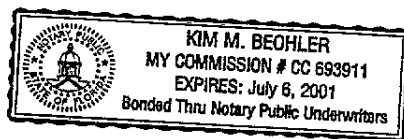
STATE OF FLORIDA
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, DAVID T. RUSSI, JR., who is personally known to me and who acknowledged before me the execution of the foregoing Articles of Incorporation of HALLMARK HOME FOODS, INC. as his free and voluntary act for the uses and purposes set forth and expressed herein.

WITNESS my hand and official seal this 23rd day of October, 1998.


NOTARY PUBLIC-STATE OF FLORIDA
Printed: Kim M. Beohler

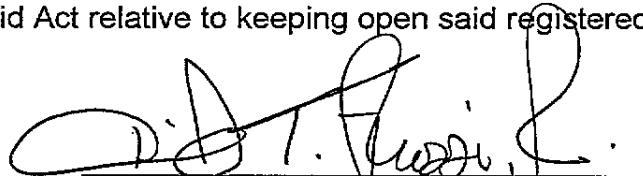
(SEAL)



**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS
STATE AND NAMING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED**

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the corporation at the place designated in these Articles of Incorporation as the registered office of said corporation, I hereby accept the responsibility to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said registered office.



DAVID T. RUSSI, JR.

rusi.hallmark.1098

CORPORATEDOC.ARTICLES

FILED
98 OCT 30 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA