

*J & M Tax Service, Inc.*

Prompt - Personal - Professional  
2263 NW Boca Raton Blvd. Suite 205 Boca Raton, FL 33431  
(561) 750-8299 FAX (561) 750-8330

P99000004848

January 11, 1999

Department of State  
Division of Corporations  
409 Gaines Street  
Tallahassee, Florida 32399

400002742324--9  
-01/14/99--01104--005  
\*\*\*\*122.50 \*\*\*\*78.75

Dear Sirs:

Enclosed are the Articles of Incorporation for MP FOODS, INC. along with our check for \$122.50.

Please process promptly and return to our office.

Thank you for your assistance.

Sincerely,

J & M TAX SERVICE, INC.

James G. Mullin  
Vice President

FILED  
99 JAN 14 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CBS  
1-19-99  
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**ARTICLES OF INCORPORATION  
OF  
MP FOODS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Professional Service Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of this corporation is MP FOODS, INC.

**ARTICLE II  
PURPOSE**

This corporation is organized for the purpose of providing food brokerage services and all other related activities permitted under the laws of the State of Florida and the United States of America.

**ARTICLE III  
CAPITAL STOCK**

This corporation is authorized to issue One Thousand (1,000) shares of \$1.00 par value common stock.

**ARTICLE IV  
TERMS OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE V  
OFFICERS DIRECTORS**

The business and affairs of this corporation shall be managed and shall be under the direction of the officers and directors of this corporation. The officers and directors may take action by written consent without a meeting as provided by law and may participate in meetings by means of conference as provided by law. The name of the initial officer and director of this corporation is:

Maryanne Bomer, 6376 Boca Circle, Boca Raton, Fl 33433

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**ARTICLE VI  
BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of this corporation.

**ARTICLE VII  
INITIAL REGISTERED AGENT**

The name of the initial Registered Agent of this corporation is James G. Mullin, 2263 N.W. Boca Raton Blvd., #205, Boca Raton, Florida 33431.

**ARTICLE VIII  
INDEMNIFICATION**

This corporation shall indemnify any Officer or Director, or any former Officer of Director, to the full extent permitted by law.

**ARTICLE IX  
CORPORATE ADDRESS**

The initial address in the State of principal office of the corporation shall be:

6376 Boca Circle, Boca Raton, FL 33433

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

**ARTICLE X  
AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

**ARTICLE XI  
SUB-CHAPTER S CORPORATION**

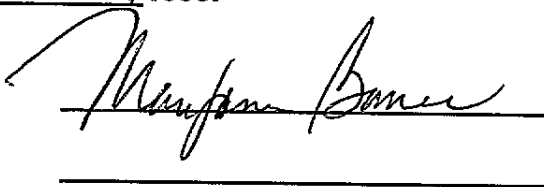
This corporation may elect to be treated as a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII  
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Maryanne Bomer, 63716 Boca Circle, Boca Raon, FI 33433.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11 day of Jan, 1999.


  
\_\_\_\_\_

STATE OF FLORIDA     )  
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments, in the State and County aforesaid, personally appeared Maryanne Bomer, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed same for the purposes there expressed.

IN WITNESS HEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 11 of Jan, 1999.

  
\_\_\_\_\_  
Notary Public, State of Florida  
at Large

My Commission Expires:  James G. Mullin  
Notary Public, State of Florida  
Commission No. CC 427810  
My Commission Expires ~~12/20/99~~ 12/20/00  
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating office/registered agent, in the State of Florida.

1. The name of the Corporation is: MP FOODS, INC.
2. The name and address of the registered agent and office is: JAMES G. MULLIN, 2263 NW Boca Raton Blvd., #205, Boca Raton, FL 33431.

SIGNATURE: *Manfred Bomer*  
(Corporate Officer)

TITLE: *Pres.*

DATE: *1/11/99*

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEARBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE: *James G. Mullin*  
(Registered Agent)

DATE: *1/11/99*

**FILED**  
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TALLAHASSEE, FLORIDA