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AUTHORIZATION : Patricia Pijut

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ORDER DATE : February 10, 1999

ORDER TIME : 11:42 AM

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CUSTOMER NO: 9540A

CUSTOMER: Barry Billington, Esq
JOHNSTON THOMAS & BILLINGTON
JOHNSTON THOMAS & BILLINGTON
Suite 301 Barnett Bank Bldg
2335 East Atlantic Boulevard
Pompano Beach, FL 33062

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DOMESTIC FILING

NAME: STUART FOODS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 10 PM 3:47

99 FEB 10 PM 1:02
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 FEB 10 PM 3:47

ARTICLES OF INCORPORATION
OF
STUART FOODS, INC.

The undersigned incorporators hereby form a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: STUART FOODS, INC. The address of the principal office of this corporation shall be: 6246 Lucerne Street, Palm Beach Gardens, Florida 33418, and the mailing address of the corporation shall be the same.

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 120 shares of common stock at no par value.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 6245 Lucerne Street, Palm Beach Gardens, Florida 33418 and the name of the initial registered agent of the corporation at that address is DONALD KOHLHORST.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until a successor is elected or appointed is:

DONALD KOHLHORST President	6246 Lucerne Street Palm Beach Gardens, Florida 33418
S. JAMES TRINGALI Vice President	902 Clint Moore Road, Suite 126 Boca Raton, Florida 33487
ELEANOR ZACCAGNINI Secretary	902 Clint Moore Road, Suite 126 Boca Raton, Florida 33487
JOHN M. TRINGALI Treasurer	902 Clint Moore Road, Suite 126 Boca Raton, Florida 33487

ARTICLE VII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII. INCORPORATORS

The name and street addresses of the incorporators to these Articles of Incorporation:

S. JAMES TRINGALI and ANTONETTE TRINGALI 902 Clint Moore Road, Suite 126 Boca Raton, Florida 33487	JOHN M. TRINGALI and KAREN TRINGALI 902 Clint Moore Road, Suite 126 Boca Raton, Florida 33487
ELEANOR ZACCAGNINI 902 Clint Moore Road, Suite 126 Boca Raton, Florida 33487	

ARTICLE IX. 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 three Directors initially. The names and street addresses of the initial members of the Board of Directors are as follows:

DONALD KOHLHORST
6246 Lucerne Street
Palm Beach Gardens, Florida 33418

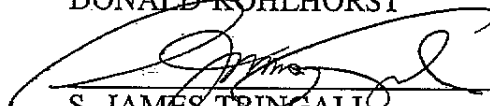
S. JAMES TRINGALI
902 Clint Moore Road, Suite 126
Boca Raton, Florida 33487

JOHN M. TRINGALI
902 Clint Moore Road, Suite 126
Boca Raton, Florida 33487

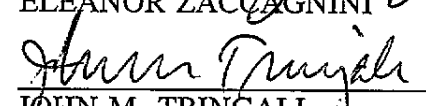
IN WITNESS WHEREOF, the undersigned agents have hereunto set their seals on

Feb. 9, 1999.


DONALD KOHLHORST


S. JAMES TRINGALI


ELEANOR ZACCAGNINI


JOHN M. TRINGALI

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN THE ARTICLES OF INCORPORATION

DONALD KOHLHORST, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


DONALD KOHLHORST

FILED
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