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WRIGHT, FULFORD, MOORHEAD & BROWN, P.A.

ATTORNEYS

145 NORTH MAGNOLIA AVENUE  
POST OFFICE BOX 2828  
ORLANDO, FLORIDA 32802-2828

TIMOTHY R. MOORHEAD, ESQUIRE

TMOORHEAD@WFMBLAW.COM  
(REPLY TO ORLANDO)

May 3, 1999

Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

500002864865--2  
-05/06/99--01034--019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Hummingbird Foods, Inc.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for Hummingbird Foods, Inc.

Also enclosed is our client's check in the amount of \$78.75, representing your filing fee, designation of registered agent fee, and fee for a certified copy of the Articles of Incorporation.

Please file the Articles of Incorporation and forward me a certified copy of same after it has been filed.

Thank you for your assistance in this matter. Should you have any questions, please do not hesitate to contact me.

Sincerely,

  
Timothy R. Moorhead

TRM/baf  
Enclosures

FILED  
99 MAY -6 PM 12:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

POST OFFICE BOX 2828  
ORLANDO, FLORIDA 32802-2828  
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5-11  
WS

**ARTICLES OF INCORPORATION  
OF  
HUMMINGBIRD FOODS, INC.**

FILED  
99 MAY -6 PM 12:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers of these Articles of Incorporation, natural person, competent to contract, hereby form a Corporation under the laws of the State of Florida.

**ARTICLE I  
NAME AND PRINCIPAL OFFICE**

The name of the Corporation shall be Hummingbird Foods, Inc. The address of the Corporation shall be 1310 Arlington Street, Orlando, Florida 32805.

**ARTICLE II  
AUTHORIZED STOCK**

The Corporation is authorized to issue 100 Shares of \$1.00 par value Common Stock.

**ARTICLE III  
VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Stock of the Corporation.

**ARTICLE IV  
INCORPORATORS**

The name(s) and address(es) of the person(s) signing these Articles of Incorporation is/are:

NAME

ADDRESS

Ronald James Toner, Jr.

1310 Arlington Street  
Orlando, Florida 32805

**ARTICLE V  
PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights as set forth in Florida Statute §607.0630(2).

**ARTICLE VI  
INITIAL REGISTERED OFFICE, REGISTERED  
AGENT AND RESIDENT AGENT**

The street address of the initial registered office of this Corporation is 1310 Arlington Street, Orlando, Florida 32805. The name of the initial Registered Agent and Resident Agent of this Corporation is Ronald James Toner, Jr.

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial director of this Corporation is:

NAME

ADDRESS

Ronald James Toner, Jr.

1310 Arlington Street  
Orlando, Florida 32805

**ARTICLE VIII  
OFFICERS OF THE CORPORATION**

The name and address of the Officer is:

NAME

ADDRESS

Ronald James Toner, Jr.  
Incorporator, President, Director  
Secretary, Treasurer

1310 Arlington Street  
Orlando, Florida 32805

**ARTICLE IX  
PURPOSE**

The Corporation is to engage in all lawful businesses, including all powers necessary or convenient to effect its purpose.

**ARTICLE X  
INDEMNIFICATION**

This Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XI  
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4<sup>th</sup> day of May, 1999, being the incorporator, this date and undersigned adopts these Articles of Incorporation.

Ronald James Toner Jr.  
RONALD JAMES TONER, JR.

STATE OF FLORIDA )

COUNTY OF ORANGE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Ronald James Toner, Jr., to me and known to me to be the person who executed the foregoing Articles of Incorporation and he executed said Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 4<sup>th</sup> day of May, 1999.



Barbara A. Fowler  
MY COMMISSION # CC787216 EXPIRES  
November 1, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

Barbara A. Fowler  
Notary Public State of Florida

ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT the appointment to act in the capacity of Registered Agent and Resident Agent and agree to comply with the provisions of the laws of the State of Florida relative to keeping said offices open. I am familiar with and accept the obligations provided for in Florida Statute §607.0505.

Ronald James Toner Jr.  
RONALD JAMES TONER, JR.

FILED  
99 MAY -6 PM 12:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

COUNTY OF ORANGE)

**BEFORE ME**, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Ronald James Toner, Jr., to me and known to me to be the person who executed the foregoing Articles of Incorporation, or who produced Florida Drivers License # T 560 730 55 350 0 as identification, and he executed said Articles of Incorporation for the purposes therein expressed.

**IN WITNESS WHEREOF**, I have hereunto set my hand and official seal in the State and County aforesaid, this 4th day of May, 1999.

Barbara A. Fowler  
Notary Public State of Florida



Barbara A. Fowler  
MY COMMISSION # CC787216 EXPIRES  
November 1, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.