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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600002944686--5
-07/29/99--01017--015
****144.50 *****87.50

SUBJECT: Specialty Foods Enterprises, Inc.
(PROPOSED CORPORATE NAME)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$122.50

FROM:

Specialty Food Enterprises, Inc.
Name (printed or typed)

2200 Forsyth Road, Ste E 33
Address

Orlando, FL 32807
City, State, & Zip Code

(407) 366-9859
Telephone Number

FILED
99 JUL 29 AM 10:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Note: Please provide the original and one copy of the articles.

FILED

99 JUL 29 AM 10:01

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
SPECIALTY FOODS ENTERPRISES, INC.

The undersigned incorporator (s), for the purpose of forming a corporation a corporation pursuant to the provisions of the "Florida Business Corporation Act", hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be: Specialty Foods Enterprises, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:
2200 Forsyth Road , Ste E 33 , Orlando, FL 32807

ARTICLE III - NATURE OF BUSINESS

The corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock at \$1.00 par value per share.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - OFFICERS/DIRECTORS

The name (s) and street address (es) of the initial officer (s) and director (s), if any, who shall hold office the first year of the corporation's existence or until their successor (s) is (are) elected, is (are):

Joseph A. Unde, President
2200 Forsyth Road
Ste E 33
Orlando, FL 32807

John D. Unde, Vice President
2200 Forsyth Road
Ste E 33
Orlando, FL 32807

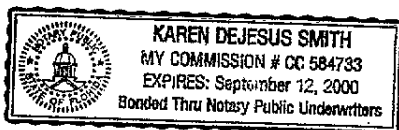
ARTICLE VII - INCORPORATOR (S)

The name (s) and street address (es) of the incorporator (s) to these Articles of Incorporation is (are):

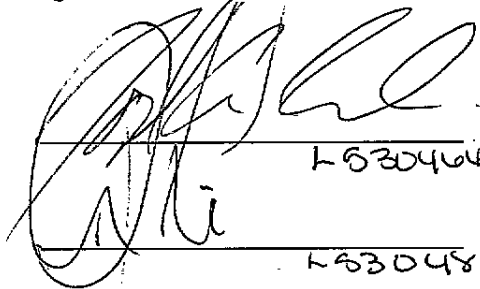
Joseph A. Unde, President
2200 Forsyth Road
Ste E 33
Orlando, FL 32807

John D. Unde, Vice President
2200 Forsyth Road
Ste E 33
Orlando, FL 32807

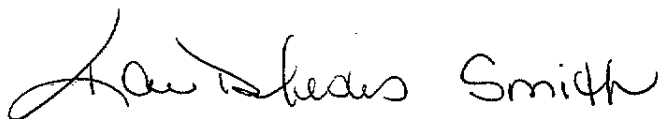
IN WITNESS WHEREOF, the undersigned incorporator (s) has (have) executed these Articles of Incorporation this 7 day of July, 1999.



Signature (s) of Incorporator (s)


L 530464363750
L 530481652950

State of Florida
County of Orange
7th day July 1999


Karen DeJesus Smith

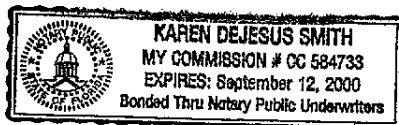
STATE OF FLORIDA

COUNTY OF: Orange

THE FOREGOING instrument was acknowledged and sworn to before me this 7
day of July, 1999.

by Joseph A Linde John D Linde
(Name of Incorporator)

of Specialty Foods Enterprises, Inc.



NOTARY PUBLIC

Karen DeJesus Smith

My Commission Expires

Sept 12, 2000.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Specialty Foods Enterprises, Inc.

2. The name and address of the registered agent and office is:

Joseph A. Linde, 2200 Forsyth Road, Ste E 33
(P.O. OFFICE BOX NOT ACCEPTABLE)

Orlando, Florida 32708
(CITY/STATE/ZIP CODE)

SIGNATURE


(CORPORATE OFFICER)

TITLE

President

DATE

7/7/99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY 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



DATE

7/7/99

REGISTERED AGENT FILING FEE: \$20.00

FILED

99 JUL 29 AM 10:01

SECRETARY OF STATE
TALLAHASSEE FLORIDA