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2/16/95 FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM 9:07 AM

((H95000001904)) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: ACE INDUSTRIES, INC.
DEPARTMENT OF STATE 54 NW 11TH ST
STATE OF FLORIDA

409 EAST GAINES STREET MIAMI FL 33136-28903302-0000
TALLAHASSEE, FL 32399 CONTACT: LYNN FRIEDMAN
PHONE: (305) 358-2571
FAX: (904) 922-4000 FAX: (305) 358-7832

((H95000001904)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: WHITE LION FOODS, INC.

FAX AUDIT NUMBER: H95000001904 CURRENT STATUS: REQUESTED
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Tallahassee, Florida

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OFFICE OF THE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WHITE LION FOODS, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:
WHITE LION FOODS, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be:
3741 Sunny Isles Blvd.
Suite # 126
Sunny Isles, FL. 33160

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

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54 NW 11th Street
Miami, FL 33136
305-368-2571

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To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 8607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

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To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1,000 shares, having an individual par value of None

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

Cynthia L. Wanzel
3741 Sunny Isles Blvd.
Suite # 126
Sunny Isles, FL 33160

ARTICLE VII

The initial board of Directors shall consist of a total of 1 person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

Cynthia L. Wanzel
3741 Sunny Isles Blvd.
Suite # 126
Sunny Isles, FL. 33160

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ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Cynthia L. Wanzel
3741 Sunny Isles Blvd.
Suite # 126
Sunny Isles, FL. 33160

The undersigned has executed these Articles of Incorporation this 15th day of February, 1995.

Cynthia L. Wanzel
Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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.

First that WHITE LION FOODS, INC.
(Name of Corporation)
desiring to organize under the laws of the State of Florida
(Florida)
with its principal office, as indicated in the articles of incorporation has named Cynthia L. Wanzel
(Name of Registered Agent)
located at Sunny Isles, County of Dade
(City) (County)
State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Cynthia L. Wanzel
Registered Agent

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APR 16 PM 3:51
TALLAHASSEE, FLORIDA

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Henderson & Kisslan
Attorneys at Law

95-124711
OUR FILE NO 95-124711
C. GLENN C. HENDERSON
D. WALD J. KISSLAN

November 9, 1995

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Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

RE: WHITE LION, INC.

Dear Sir:

Enclosed please find a Change of Registered Agent form for the above corporation together with our check in the sum of \$35.00 for the filing fee.

Should you have any questions, please feel free to contact me

Respectfully,

Glenn C. Henderson

GLENN C. HENDERSON

GCH/dsh

Enclosure

FILED
65 NOV 13 PM 1:30
TALLAHASSEE, FLORIDA

Handwritten notes and signatures at the bottom of the page.

CHANGE OF REGISTERED AGENT

1. The name of this corporation is WHITE LION FOODS, INC.
2. That by resolution duly adopted by the Board of Directors of this Corporation it has been resolved that the corporation should change its registered agent and registered office.
3. That the name and address of the current registered agent is:
Cynthia L. Wanzel
3741 Sunny Isles Blvd.
Suite #126
Sunny Isles, Florida 33160
4. That the now registered agent and registered office of this corporation shall be as follows:
Glenn C. Henderson
4431 S.W. 64th Avenue, Suite 119
Davie, Florida 33314
5. That the street address of the new registered office of this corporation and the street address of the business office of its' registered agent, as changed, is identical.

DATED this 1 day of November, 1995.

WHITE LION FOODS, INC.

BY: Cynthia L. Wanzel
PRESIDENT

ACCEPTANCE OF REGISTERED AGENT

Glenn C. Henderson, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent by resolution, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Glenn C. Henderson
GLENN C. HENDERSON

Dated this 12 day of November, 1995.

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TALLAHASSEE, FLORIDA