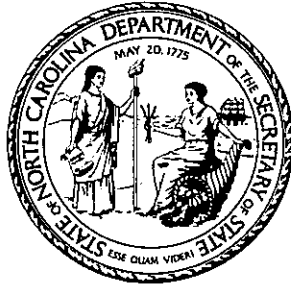


18

State of North Carolina



Booth
Box

Department
of the
Secretary of State

To all to whom these presents shall come, Greeting:

I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (3 sheets) to be a true copy of

ARTICLES OF INCORPORATION

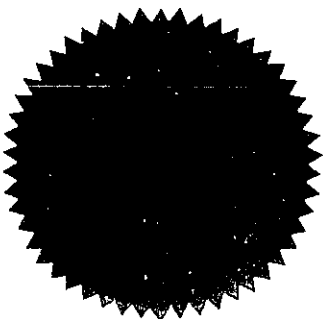
OF

A & B FOODS, INC.

and the probates thereon, the original of which was filed in this office on the 4th day of April 1980, after having been found to conform to law.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 4th day of April in the year of our Lord 1980



Secretary of State

By

LOOK 130TP1751

FILED

APR 4 1 35 PM '37

CLERK OF COURT
NORTH CAROLINA

267064

ARTICLES OF INCORPORATION OF

A & B FOODS, INC.

I, the undersigned natural person being more than twenty-one years of age, for the purpose of forming a business corporation under the laws of the State of North Carolina, as contained in Chapter 55 of the General Statutes of North Carolina, entitled "Business Corporation Act", and the several amendments thereto, and to that end do hereby set forth Articles of Incorporation as follows:

1. The name of the corporation is A & B FOODS, INC.
2. The period of duration of the corporation shall be unlimited.
3. The purposes for which this corporation is organized are:

A. To conduct and carry on the business of buying, selling and dealing at wholesale or retail in all kinds of beef, pork, poultry, meat products, meat by-products and in general to deal with fresh and frozen meats, poultry and fish and other foods and products associated therewith.

B. To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, including the right to purchase securities and borrow on margin, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

C. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

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D. To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

E. To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

F. To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things specified in Chapter 55 of the General Statutes of the State of North Carolina, and to have and to exercise all powers conferred by the laws of the State of North Carolina on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

4. The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares, divided into one class. The designation of each class, number of shares of each class, series, if any, within each class, the par value, if any of each share in each class, or statement that the shares of any class are without par value, is as follows:

CLASS	NO. OF SHARES	PAR VALUE PER SHARE
Common	100,000	\$1.00

The preference, limitations and relative rights in respect to the shares of each class are as follows: NONE

5. The minimum amount of consideration for its share to be received by the corporation before it shall commence business is \$2,000.00.

6. The name and address of the initial registered agent is William P. Boles, 3094 Forest Line Drive, Clemmons, Forsyth County, North Carolina 27012 which is the address of the initial registered office.

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7. The number of directors constituting the initial Board of Directors shall be three and the names and addresses of the persons who are to serve as directors until the first meeting of shareholders or until their successors are elected and qualified are:

Names	Addresses
William P. Boles	3094 Forest Line Drive Clemmons, North Carolina 27012
J. W. Boles, Jr.	66 Underwood Avenue Garden City Beach, South Carolina 29576
Ann F. Boles	3094 Forest Line Drive Clemmons, North Carolina 27012

8. The name and address of the incorporator is:

Name	Address
William P. Boles	3094 Forest Line Drive Clemmons, North Carolina 27012

9. In addition to the general powers granted corporations under the laws of the State of North Carolina, the corporation shall have full power and authority to do any other act necessary to prosecute the principal business of the corporation or related thereto.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this the 27 day of MARCH, 1980.

William P. Boles (SEAL)
WILLIAM P. BOLES

NORTH CAROLINA)
FORSYTH COUNTY)

This is to certify that on the 27th day of March, 1980, before me, a Notary Public, personally appeared WILLIAM P. BOLES, who I am satisfied is the person named in and who executed the foregoing Articles of Incorporation, and I having first made known to him the contents thereof, he did acknowledge that he signed and delivered the same as his voluntary act and deed for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this the 27th day of March, 1980.

My Commission Expires:

May 22 1984

PRESENTED FOR
REGISTRATION
NOTARY

Robert H. Lunn
Notary Public

APR 25 10 46 AM '80

REC'D
FOR

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