

ARTICLES OF INCORPORATION
OF

Grand Valley, Inc.

AN ALABAMA CORPORATION

The undersigned incorporators, whether one or more, in order to form a corporation under and pursuant to the laws of the State of Alabama, hereby adopt the following Articles of Incorporation:

1. NAME: The name of the corporation is: Grand Valley, Inc.
2. PERIOD OF DURATION: The period for the duration of the corporation shall be perpetual.
3. PURPOSES AND POWERS: The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be organized under the Alabama Business Corporation Act, and without limitation of the powers conferred by statute or general rules of law, this corporation shall have the following powers in addition to others now or hereafter conferred by law:
 - (a) To purchase, acquire, take, receive, own, hold, improve, use, sell, convey, assign, exchange, trade, transfer, release, mortgage, encumber, pledge, lease, hire, appraise and act as agent, jobber, or broker in the business of the marketing and sale of perishable and non-perishable food products, including, but not limited to, the Wholesale and Retail brokerage of perishable and non-perishable food products.
 - (b) To purchase, acquire, take, receive, own, hold, improve, use, sell, convey, assign, exchange, trade, transfer, release, mortgage, encumber, pledge, lease, hire, appraise and deal in real and personal property or any interest therein of any kind or character, wherever situated.
 - (c) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, exchange or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise and personal property of every class and description,

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whether or not the same specifically pertain to any class of business specifically enumerated among the purposes of this corporation.

(d) To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, and to exercise, carry out and put to use any license, power, authority, concession, franchise, letters patent of the United States or any foreign country, patent rights, processes, formulae, know-how, methods, copyrights, trademarks, trade names, or any other right or privilege, and to grant licenses or rights in any of the foregoing and to make or grant any of the foregoing which any corporation can make or grant.

(e) To acquire and pay for in cash, bonds or stock of this corporation or otherwise, the goodwill, rights, assets, and properties of any person, firm, partnership, association, trust, estate, or corporation and to undertake, assume, or enter into contracts of guaranty or indemnity with respect to the whole or any part of the obligations or liabilities of any such person, firm, association, trust, estate, or corporation; to hold, or in any manner dispose of the whole or part of the properties so acquired; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of any such business, whether or not such business is directly or indirectly related to any class of business specifically enumerated among the purposes of this corporation.

(f) To acquire, by purchase, subscription or otherwise, and to own, hold, sell, trade, exchange, lend, hypothecate, assign, deposit in escrow, pledge, mortgage, encumber, transfer or otherwise dispose of, invest in, deal in and deal with stocks, bonds, debentures, obligations, evidence of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participations, partnership interests (whether general or limited), mortgages or securities executed or issued by the government of the United States or by any other government, state, territory, governmental district, municipality, county, political entity or any subdivision or instrumentality of any of the foregoing, or by any person or individual, partnership, firm, association, trust, investment company, corporation, or otherwise, whether public or private and whether organized and existing

under the laws of Alabama or any other state or foreign country, and to issue or exchange for any or all such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participations, partnership interests, indebtedness or other securities of this corporation, and this corporation shall have the express power to hold, sell, assign, transfer, mortgage, pledge, incumber, deposit and escrow, lend, hypothecate, trade or otherwise dispose of all or any part of its interest in any such investment contracts, puts, calls, stock rights, participations, partnership interests, mortgages or securities so acquired by it, and, while the owner thereof, to exercise all of the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama or of such other jurisdiction as are applicable in the premises, whether or not the exercise of such rights of ownership involves the conduct, management, participation or ownership of any business not related to any class of business specifically numerated among the purposes of this corporation and whether or not the exercise of such rights of ownership and the retention of such property involves a sharing or delegation of control over the business or property of this corporation with or to persons other than the Board of Directors of the corporation.

(g) To borrow and lend money, without security, or upon the giving or receipt of such security as the Board of Directors of the corporation may deem advisable by way of mortgage, pledge, transfer, assignment, creation of security interest in or otherwise of income, or real and personal property of every nature and description, or by way of guaranty or otherwise.

(h) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

(i) To issue bonds, debentures or other securities or obligations and to secure the same by mortgage, pledge, deed of trust, or otherwise.

(j) To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock, and its bonds, debentures, notes,

scrip or other securities or evidences of indebtedness, and to hold, sell, transfer, reissue or cancel the same.

(k) To endorse, or otherwise guarantee, or obligate itself for, or enter into any indemnity agreement with respect to, or pledge or mortgage all or any part of its properties for the payment of the principal or interest, or either, on any bonds, debentures, notes, scrip, coupons, or other obligations or evidences of indebtedness, or the performance of any contract, mortgage or obligation, or the payment of dividends or the redemption or purchase price or liquidation rights of any stock, of any other corporation or association, domestic or foreign, or of any person, firm, partnership, or joint venture.

(l) To lend money and use its credit to assist its employees, officers, directors, suppliers, customers, subsidiaries or shareholders.

(m) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount or duration, with any person, firm, partnership, trust, estate, association, corporation, legal entity, state, territory, municipality, county, government, governmental district, body politic, or any subdivision or instrumentality thereof.

(n) To act as agent, jobber, broker or attorney-in-fact in buying, selling and dealing in real and personal property of every nature and description and leases respecting the same and estates and interests therein and mortgages and securities thereon, in making and obtaining loans, whether secured by such property or not, and in supervising, managing and protecting such property and loans and all interests in and claims affecting the same.

(o) To participate with any person, partnership, trust, estate, firm, association, or corporation in any general partnership, limited partnership (whether as a general partner or a limited partner, or both), joint venture, syndicate, pool or other association of any kind and to enter into any lawful arrangements for sharing of profits, union of interest, syndication, pooling of interests, reciprocal concession, joint ownership, or cooperation, as partner (general or limited), joint venturer, or otherwise, with any person, partnership, trust, estate, firm, association, or corporation, for the purpose of any transaction, undertaking, or arrangement, or the carrying on of business within the power of a

corporation organized under the laws of Alabama, whether or not such participation or arrangements involve sharing or delegation of control over the business and properties of this corporation with or to persons other than this corporation's Board of Directors and whether or not such participation or arrangements involves the conduct, management, participation or ownership of any business not related to any class of business specifically enumerated among the purposes of this corporation.

(p) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust, or other enterprise.

(q) To enter into any plan or project for the assistance and welfare of its directors, officers, or employees; to pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans, medical reimbursement plans, and other incentive plans for any or all of its directors, officers, and employees.

(r) Subject to the limitations and restrictions imposed by Alabama law or by the law of any other jurisdiction whose law is applicable in the premises, to indemnify any person who was or is threatened to be made party to any threatened, pending, or completed claim, action, suit, or proceeding, whether civil, criminal, administrative or investigative, including appeals and including actions by or in the right of the corporation, by reason of the fact that he or she is or was a director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) and (if such action is not by or in the right of the corporation) judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense or settlement of such claim action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in and not opposed to the best interests of the corporation; and to purchase and maintain insurance on behalf of any such person who is or was a director, officer, employee or agent of this corporation or is or was serving at the request of this corporation as a director, officer, partner, employee or agent of another

corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not this corporation would have the power to indemnify him or her against such liability.

(s) To make donations for the public welfare or for charitable, scientific or educational purposes.

(t) To transact any lawful business which the Board of Directors find to be in the aid of governmental policy.

(u) To have and exercise all powers necessary or convenient to effect its purposes, including its purpose to carry on any or all lawful business for which corporations may be organized under the Alabama Business Corporation Act.

4. AUTHORIZED SHARES:

The aggregate number of shares of stock which the corporation shall have the authority to issue shall be One Thousand (1,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

5. REGISTERED OFFICE & INITIAL REGISTERED AGENT:

The location and mailing address of the corporation's registered office, and the name of its initial registered agent at such address are:

NAME	ADDRESS
W. Eugene Weingarten,	1617 Indian Crest Dr., Indian Springs Village, AL 35124

6. INITIAL BOARD OF DIRECTORS: The initial Board of Directors shall consist of two (2) persons. The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders of the corporation or until the successors to such directors are elected and qualify are:

NAME	ADDRESS
W. Eugene Weingarten,	1617 Indian Crest Dr., Indian Springs Village, AL 35124
Olivia D. Weingarten,	1617 Indian Crest Dr., Indian Springs Village, AL 35124

7. INCORPORATORS: The names and addresses of each incorporator, whether one or more, are:

NAME	ADDRESS
W. Eugene Weingarten,	1617 Indian Crest Dr., Indian Springs Village, AL 35124
Olivia D. Weingarten,	1617 Indian Crest Dr., Indian Springs Village, AL 35124

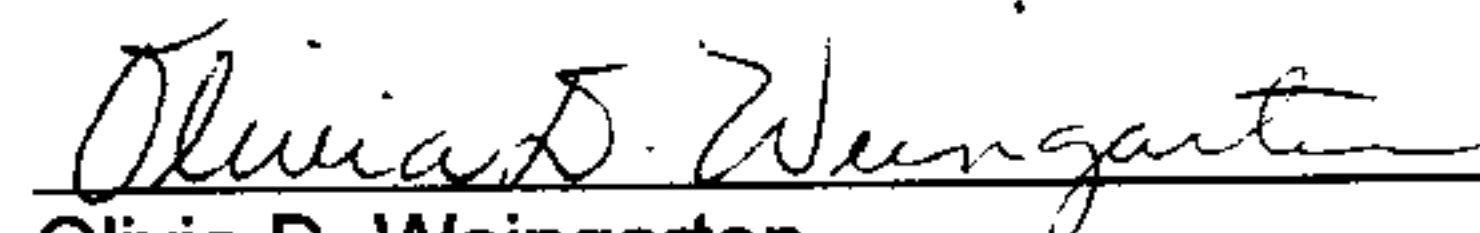
8. FINANCIAL PROVISIONS: The Board of Directors of this corporation may, from time to time, distribute to the shareholders of the corporation out of its capital surplus, (as capital surplus is defined under the Alabama Business Corporation Act and as the same may be amended from time to time), any portion of the corporation's assets, in cash or property, provided however, that no such distribution of this corporation's assets shall be made at a time when this corporation is insolvent, (as defined under the Alabama Business Corporation Act and as the same may be amended from time to time), or when such distribution would render this corporation insolvent, as so defined.

9. ELIMINATION OF DIRECTOR LIABILITY: The Directors of the corporation shall not be liable to either the corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director, except as set forth in the Alabama Business Corporation Act.

10. LIMITATION ON NUMBER OF SHAREHOLDERS: All of the corporation's issued shares of common stock, exclusive of treasury shares, shall be held of record by no more than Ten (10) persons. For purposes of determining the number of holders of record of the stock of this corporation, stock which is held in joint or common tenancy or by entireties shall be treated as held by one shareholder.

EXECUTED on this the 16 day of March, 1999.


W. Eugene Weingarten
Incorporator and Shareholder


Olivia D. Weingarten
Incorporator and Shareholder

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Grand Valley, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Gerald Templeton, 2 Perimeter Park S Ste 100, Birmingham, AL 35243 for a period of one hundred twenty days beginning November 24, 1998 and expiring March 25, 1999.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

November 24, 1998

Date

Jim Bennett

Jim Bennett

Secretary of State

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