

Division of Corporations

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TALLAHASSEE, FLORIDA**FLORIDA/FOREIGN LIMITED LIABILITY CO.****INDEPENDENT MEAT TRADERS, LLC.**

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ARTICLES OF ORGANIZATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INDEPENDENT MEAT TRADERS, LLC.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE 1 - NAME

The name of the limited liability company shall be **INDEPENDENT MEAT TRADERS, LLC.** ("Company").

ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be 3544 Osprey Cove Drive, Riverview, Florida 33578 and the mailing address shall be the same.

ARTICLE 3 - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 - DURATION

Subject to the provisions of Article 8, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 5 - PURPOSES AND POWERS

The general purpose for which the Company is organized is to engage in the business of frozen meat distribution and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.



SPIEGEL & UTRERA, P.A.

LAWYERS
www.amerilawyer.com

1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 860-2076
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INDEPENDENT MEAT TRADERS, LLC.
Page 2**ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Company is Spiegel & Utrera, P.A., at 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Company is Spiegel & Utrera, P.A., 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145.

ARTICLE 7 - ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE 8 - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

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INDEPENDENT MEAT TRADERS, LLC.
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ARTICLE 9 - MANAGEMENT

The Company shall be managed by a manager or manager(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names of all such manager(s) who is/are to serve as manager(s) is/are:

Operating Manager: Adam Abel

Secretary: Adam Abel

whose mailing addresses shall be the same as the principal office of the Company.

ARTICLE 10 - PROHIBITIONS

The Company shall not invest or issue securities pursuant to an investment contract. In the preceding sentence, "investment contract" shall mean an agreement in which members of the Company invest and expect to make a profit from the entrepreneurial and managerial efforts of others or any other meaning pursuant to the federal Securities Act of 1933, Investment Company Act of 1940 or regulations promulgated thereunder by the U. S. Securities and Exchange Commission. The Company shall not make, nor propose to make, a public offering of its securities or have more than one hundred Members of the Company. The Company shall not own or hold investment securities valued at forty percent of the value of its assets. In the preceding sentence, "investment securities" shall mean all securities except government securities, securities issued by employees' securities and securities issued by majority-owned subsidiaries of the owner which are not investment companies and are not relying on the exception from the definition of investment company as described in paragraph (1) or (7) of subsection (c) of Section 3(a)(10)(C) of the Investment Company Act of 1940 or regulations promulgated thereunder by the U. S. Securities and Exchange Commission. The Company shall not authorize a prohibited transaction between the Company and a disqualified person, as such terms are defined in Section 4975 of the Internal Revenue Code or regulations promulgated thereunder by the Internal Revenue Service.



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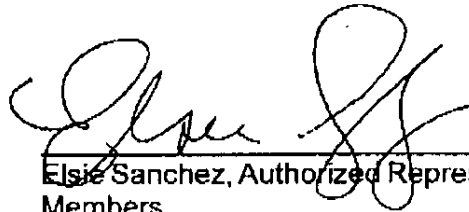
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INDEPENDENT MEAT TRADERS, I.L.C.
Page 4**ARTICLE 11 - INDEMNIFICATION**

The Company shall indemnify managers and/or members of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the managers and/or members was a party because the managers and/or members is or was a manager and/or member of the Company against reasonable attorney fees and expenses incurred by the managers and/or members in connection with the proceeding. The Company may indemnify an individual made a party to a proceeding because the individual is or was a member, manager, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the member(s), that indemnification of the member, manager, employee or agent, as the case may be, is permissible in the circumstances because the member, manager, employee or agent has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for managers, employees and agents of the Company shall apply when such persons are serving at the Company's request while a member, manager, employee or agent of the Company, as the case may be, as a member, manager, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a member, manager, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a member, manager, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a member, manager, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "member", "manager", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

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IN WITNESS WHEREOF, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purposes, this 27th day of August 2009.


Elsie Sanchez, Authorized Representative of the Members

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

Spiegel & Utrera, P.A.

By 
Natalia Utrera, Vice President

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