

P95000233/2
America's Pride
Steak & Seafood, Inc.

FILED
MAR 21 PM 4:03
TALLAHASSEE, FLORIDA

Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

EFFECTIVE DATE

March 20, 1995

3-16-95

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***122.50 ***122.50

Please forward a certified copy of our Articles of Incorporation to our attorney
at the following address:

Comparetto & Associates, P.A.
Mr. A.J. Comparetto
360 Central Ave. Suite 1490
St. Petersburg, Florida 33701

Thank you,

Steven C. Smith
Steven C. Smith

EFFECTIVE DATE
3-16-95

**ARTICLES OF INCORPORATION
OF
AMERIPRIDE HOLDINGS, INC.**

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**ARTICLE I
CORPORATE NAME AND ADDRESS**

The name of the corporation is **AMERIPRIDE HOLDINGS, INC.** The principal address of the corporation is : **34710 Clayton Road, Dade City, Florida 33525**

**ARTICLE II
DURATION; EFFECTIVE DATE**

This corporation shall exist perpetually, commencing as of March 16, 1995.

**ARTICLE III
PURPOSES**

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue ONE MILLION (1,000,000) shares of common stock.

**ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT**

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are as follows:

**Steven C. Smith
34710 Clayton Road
Dade City, FL 33525**

The registered Agent states that he is familiar with and accepts the duties and responsibilities as Registered Agent for said corporation.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1).

**ARTICLE VII
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are as follows:

**Steven C. Smith
34710 Clayton Road
Dade City, FL 33525**

**ARTICLE VIII
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE IX
BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

**ARTICLE X
PREEMPTIVE RIGHTS**

This corporation elects to have preemptive rights for the shareholders of this corporation. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**ARTICLE XI
CUMULATIVE VOTING**

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or Vice-President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of the corporation.

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this 17 day of March, 1995.

Steven C. Smith

STEVEN C. SMITH, Incorporator and Registered Agent

STATE OF FLORIDA)
COUNTY OF Pasco)

The foregoing instrument was acknowledged before me this 17 day of March, 1995, by **STEVEN C. SMITH**, who is personally known to me or who has produced CDL as identification and who did take an oath.

NOTARY PUBLIC:

Sign: Cheryl Sawyer

Print: Cheryl Sawyer
State of Florida at Large (SEAL)

My commission Expires:

Commission No. **OFFICIAL NOTARY SEAL**
CHERYL SAWYER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC435438
MY COMMISSION EXP. JAN. 29, 1999

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