# PSAMANAS 3/A America's Pride Steak & Seafood, Inc.

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

EFFECTIVE DATE

March 20, 1995

3-16-95

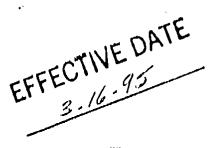
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Please forward a certified copy of our Articles of Incorporation to our attorney at the following address:

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

Thank you,

Steven C. Smith



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



# 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 <u>PREEMPTIVE RIGHTS</u>

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 exc. se it and pay for the shares prices, terms and conditions of the issue of shares and inviting from the corporation stating the 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.

17day of(Y	
	STEVEN C. SMITH, Incorporator and Registered Agent
STATE OF FLORIDA COUNTY OF POSCO	) )
The foregoing instrument 1995, by STEVEN C. SMI	t was acknowledged before me this 17 day of Mach- TH, who is personally known to me or who has produced identification and who did take an oath.
	NOTARY PUBLIC:
My commission Expires:	Print: Checy Schuler State of Florida at Large (SEAL)
	Commission NOTCHERYL SAWYER  NOTARY PUBLIC STATE OF FLORIDA  COMMISSION NO. CC435638  MY COMMISSION EXP. JAN. 29,1999
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