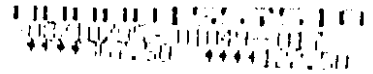


95000062330

Robertson & Co. PA
1102 Park Central Blvd
Pompano Beach FL
(33064)



OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1. Corporation Name Document #
2. Corporation Name Document #
3. Corporation Name Document #
4. Corporation Name Document #

- Walk in Pick up time Certified Copy
Mail out Will wait Photocopy Certificate of Status

Table with 2 columns: NEW FILINGS, Profit, NonProfit, Limited Liability, Domestication, Other

Table with 2 columns: AMENDMENTS, Amendment, Resignation of R.A., Officer/Director, Change of Registered Agent, Dissolution/Withdrawal, Merger

811-CE
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Table with 2 columns: OTHER FILINGS, Annual Report, Fictitious Name, Name Reservation

Table with 2 columns: REGISTRATION/QUALIFICATION, Foreign, Limited Partnership, Reinstatement, Trademark, Other

Examiner's Initials

ARTICLES OF INCORPORATION
OF
BILTONG, INC.

I, the undersigned, pursuant to the laws of the State of Florida, do hereby subscribe, acknowledge, and file in the Office of the Secretary of State of the State of Florida, the following Articles of Incorporation, to wit:

ARTICLE I

The corporate name shall be Biltong, Inc.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the State of Florida and of the United States.

ARTICLE III

1. The number of shares of authorized capital stock of this corporation shall be Seven Thousand Five Hundred (7,500) shares of common stock with a nominal par value of One Dollar (\$1.00) each.

2. The capital stock may be paid for in property, labor, services or cash, at a just valuation to be fixed by the stockholders. All of such stock shall be fully paid and non-assessable.

ARTICLE IV

The amount of capital with which this corporation will begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE V

The term for this corporation shall be perpetual.

ARTICLE VI

The principal office of the corporation shall be at 1100 Park Central Boulevard South, Suite 1700, Pompano Beach, Florida 33064. This corporation may have such other places of business in the State of Florida as the nature and progress of the business of the corporation shall from time to time move the principal office to any other address in Florida.

ARTICLE VII

The corporation shall initially have one (1) Director to hold office until the first Annual Meeting of Shareholders and until his/her earlier resignation, or removal from office, or death. The number of Directors may be either increased or decreased from time to time, in accordance with the By-Laws of the Corporation. The name of the initial Director is:

DAWID JOUBERT	1100 PARK CENTRAL BOULEVARD SOUTH SUITE 1700 POMPANO BEACH, FLORIDA 33064
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ARTICLE VIII

The name and street address and the number of shares subscribed to by the initial subscriber thereto, who is to conduct the business of the corporation until those elected at the organizational meeting is:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
DAWID JOUBERT	1100 PARK CENTRAL BOULEVARD SOUTH SUITE 1700 POMPANO BEACH, FLORIDA 33064	500

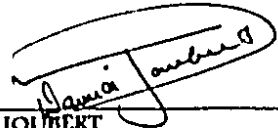
ARTICLE IX

The initial registered office shall be at 1100 Park Central Boulevard South, Suite 1700, Pompano Beach, Florida 33064, and the initial registered agent at the same address shall be Dawid Joubert.

ARTICLE X

1. When the stockholders so determine, any increase of the common stock shall be first offered pro-rata to the common stockholders who may desire to subscribe for such stock in relation to their present holdings.
2. Every amendment shall be approved by the stockholders at a stockholders meeting by Fifty-one (51%) percent of the stock entitled to vote thereon.
3. Any meeting of the stockholders may be held within or without the State of Florida.
4. Officers of this corporation need not be stockholders.

IN WITNESS WHEREOF, the subscribing stockholder has hereunto set his/her hand and seal,
and caused these Articles of Incorporation to be executed this 8TH day of AUGUST,
1993.



DAWID JOUBERT

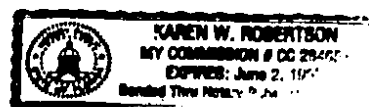
STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, this day personally appeared DAWID JOUBERT, to me
well known and known to me to be the person who executed the foregoing Articles of Incorporation
and he/she has acknowledged to and before me that she has executed the said instrument for the
purpose herein expressed.

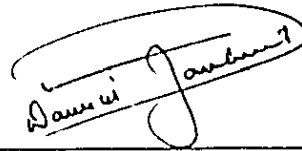
IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal at Pompano
Beach, Broward County, Florida this 8TH day of AUGUST, 1993.


NOTARY PUBLIC, State of Florida at Large



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT A PLACE DESIGNATED ON THIS CERTIFICATE, I HEREBY ACCEPT SAID DESIGNATION AS REGISTERED AGENT AND AGREE TO COMPLY WITH THE PROVISIONS OF LAW RELATIVE TO KEEPING SAID OFFICE OPEN.

A handwritten signature in cursive script, enclosed within an oval-shaped scribble. The signature appears to read "Dawid Joubert".

DAWID JOUBERT

ROBERTSON & COMPANY
PROFESSIONAL ASSOCIATION
CERTIFIED PUBLIC ACCOUNTANTS

Members
American Institute of
Certified Public Accountants

1100 PARK CENTRAL BLVD. SOUTH — SUITE 1700
POMPANO BEACH, FLORIDA 33064
(305) 978-9153 • FAX: (305) 970-7936

Members
Florida Institute of
Certified Public Accountants

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October 23, 1995

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Amendment
- Billong, Inc.

Dear Sir,

Enclosed please find the articles of amendment for the above listed corporation. Please note that the corporation has only ONE shareholder, who is the incorporator and sole director.

Should you have any questions or require any additional information, please feel free to contact me.

Very truly yours,

Elizabeth M. Dawson

Elizabeth M. Dawson
Staff Accountant

Enc. - above referenced

SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 27 AM 10:01

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OCT 30 1995

ARTICLES OF AMENDMENT
OF
BILTONG, INC.

SECRETARY'S OFFICE
DIVISION
95 OCT 27 AM 10:01

At a meeting duly called of the Board of Directors and shareholders on September 6, 1995, the following Resolution was unanimously adopted:

"Article I of the Articles of Incorporation of Biltong, Inc. is hereby amended to read:

ARTICLE 1

The name of the corporation be changed from Biltong, Inc. to Biltong USA, Inc."

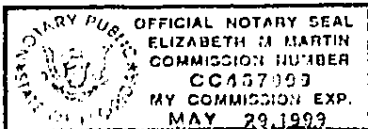
IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment, this 23rd day of October, 1995.

DAVID JOUBERT
President & Secretary

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, this day personally appeared DAWID JOUBERT, to me well known and known to me to be the person who executed the foregoing Articles of Amendment and he/she has acknowledged to and before me that she has executed the said instrument for the purpose herein expressed.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal at Pompano Beach, Broward County, Florida this 23rd day of October, 1995.



Elizabeth M. Martin
NOTARY PUBLIC, State of Florida at Large