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	CORPORATION	ME(S) & DOCUMENT NUMBER(S), (if known):	
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	Limited Liability	Change of Registered Agent	
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SECRETARY OF STATE ALLAHASSEE. FLORIDA

ARTICLES OF INCORPORATION

OF

BUTLER OAKS FARM, INC.

ARTICLE I - NAME

The name of the corporation is BUTLER OAKS FARM, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually commencing as of the date these Articles are filed with the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in business and transacting any or all lawful business for which corporations may be organized under the Florida General Corporation Law.

ARTICLE IV - CAPITAL STOCK

The corporation shall have the authority to issue one thousand (1,000) shares of voting common stock and forty-nine thousand (49,000) shares of nonvoting common stock having a par value of ONE AND NO/100 DOLLAR (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 477 S.W. 24th Avenue, Okeechobee, Florida 34974 and the name of the initial registered agent of this corporation at that address is R. K. Butler. The mailing address of the corporation is 477 S.W. 24th Avenue, Okeechobee, Florida 34974.

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

R. K. Butler

477 S.W. 24th Avenue Okeechobee, Florida 34974

ARTICLE VII - INCORPORATORS

The name and mailing address of the person signing these Articles of Incorporation is:

BUTLER'S DAIRY, INC.

477 S.W. 24th Avenue Okeechobee, Florida 34974

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 - INDEMNIFICIATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of September, 1996.

BUTLER'S DAIRY, INC., a Florida Corporation

By: R. Kutter pacs

STATE OF FLORIDA

COUNTY OF ST LUCIE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared R. K. Butler, as President of BUTLER'S DAIRY, INC., who is personally known to me or -who--produced foregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed these Articles of Incorporation with full authority to do so and for the purposes stated therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 19th day of September, 1996.

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE.

Joy J. Shepherd (Printed Notery Name)

I.D. Produced N/A My Commission Expires:

My Commission Expires: 3/29/2000



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In accordance with the provisions of Chapter 48.091, Florida Statutes, BUTLER OAKS FARM, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Fort Pierce, County of St. Lucie, State of Florida, has named R. K. BUTLER, whose address is 477 S.W. 24th Avenue, Okeechobee, Florida 34974, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping said office open.

DATED:

9/19/96

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