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December 9, 1997

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VIA FEDERAL EXPRESS

Secretary of State of Florida
Bureau of Commercial Recordings
Corporate Division
409 East Gaines Street
Tallahassee, FL 32399

200002368182--6
-12/10/97--01058--015
*****70.00 *****70.00

Re: Qualification of Morris & Associates I.P.E.C, Inc.

Dear Sir:

Enclosed you will find the necessary documents to qualify Morris & Associates I.P.E.C, Inc. Please return copies to the address above. We have also enclosed the necessary filing fee of Seventy dollars (\$70.00).

Thank you for your assistance in this matter. Should you have any questions or comments, please do not hesitate to contact our office.

Sincerely,

Rebecca Clark
Rebecca D. Clark
Certified Legal Assistant

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DIVISION OF CORPORATIONS
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. MORRIS & ASSOCIATES I.P.E.C, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Mississippi
(State or country under the law of which it is incorporated)

3. _____
(FEI number, if applicable)

4. 4-1-96
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. 12-1-97
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 459 Hwy. 80 E., Ste. A
Clinton, MS 39056
(Current mailing address)

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8. Poultry Processing
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

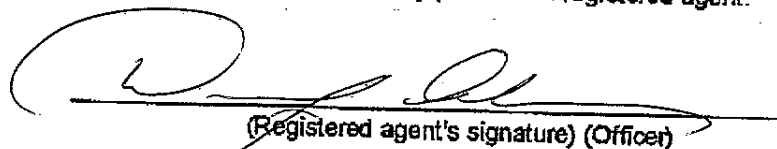
9. Name and street address of Florida registered agent:

Name: Danny Adams

Office Address: 749 Rosemere Circle
Orlando, Florida, 32835
(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


(Registered agent's signature) (Officer)

Danny Adams
(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Sole Director: Thomas D. Hrbac

Address: 459 Hwy. 80 E., Ste. A
Clinton, MS 39056

Director: _____

Address: _____

B. OFFICERS

President: Thomas D. Hrbac

Address: 459 Hwy. 80 E., Ste. A
Clinton, MS 39056

Vice President: Thomas D. Hrbac

Address: 459 Hwy. 80 E., Ste. A
Clinton, MS 39056

Secretary: Thomas D. Hrbac

Address: 459 Hwy. 80 E., Ste. A
Clinton, MS 39056

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Treasurer: Thomas D. Hrbac
 Address: 459 Hwy. 80 E., Ste. A
Clinton, MS 39056

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Thomas D. Hrbac*
 (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas D. Hrbac, President
 (Typed or printed name and capacity of person signing application)

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State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State
Jackson, Mississippi

CERTIFICATE OF EXISTENCE/AUTHORITY

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on April 01, 1996 the state of Mississippi issued a Charter/Certificate of Authority to:

MORRIS & ASSOCIATES I.P.E.C, INC.

That the state of incorporation is MISSISSIPPI.

THAT THE PERIOD OF DURATION IS 99 YEARS.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual Report has been delivered to the Office of the Secretary of State.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.

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Given under my hand
and seal of office
December 04, 1997

Eric Clark

ERIC CLARK,
Secretary of State