

**BOULAND & SMITH, L.L.P.**

*Attorneys at Law*  
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Marty Smith  
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August 14, 2000

**P00000077409**

Kimberly Rolfe,  
Corporate Specialist Supervisor  
Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

RE: Ocala Livestock Market, Inc.

**600003328106--8**  
-07/19/00--01080--001  
\*\*\*\*122.50 \*\*\*\*\*78.75

Dear Kim:

Enclosed are the original and one copy of the Articles of Incorporation for Ocala Livestock Market, Inc. As per our conversation of today, you will apply the filing fee which we had previously provided you to this application and provided the Articles meet your requirements, immediately file the original Articles. I will call you tomorrow afternoon to confirm your receipt of these documents and filing status for this corporation.

We sincerely appreciate the time you took to research the status of our filing fee. The assistance you took the time to offer will save our client added expense and delay. All too often it is easy to criticize, but extra efforts go unnoticed. Yours have not and we truly appreciate the time you took on our behalf. Thank you again.

Sincerely,

*Marty Smith*  
Marty Smith

MS/hhd

Enclosure

**FILED**  
00 AUG 16 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W-17975

*KR 8/16*

ARTICLES OF INCORPORATION

OF

OCALA LIVESTOCK MARKET, INC.

FILED  
00 AUG 16 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person, acting as incorporator of a corporation (the "Corporation") under the provisions of Chapter 607, Florida Statutes, as amended from time to time (referred to herein as the "Law"), adopts the following Articles of Incorporation.

ARTICLE I

1.01. NAME. The name of the Corporation is OCALA LIVESTOCK MARKET, INC.

ARTICLE II

2.01. DURATION. The period of duration of the Corporation is perpetual.

ARTICLE III

3.01. PURPOSES. The purposes for which the Corporation is organized are as follows:

- (a) Operate as a livestock market.
- (b) All lawful and legal activities provided by the Laws of the State of Florida.
- (c) To do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Laws of the State of Florida or by these Articles of Incorporation.

3.02. POWERS. The Corporation, subject to any specific written limitations or restrictions imposed by the Law or by these Articles of Incorporation, shall have and exercise the following powers:

- (a) Statutory Powers: To have and exercise all the powers specified by the Law;
- (b) Entry Into Profit Sharing Arrangements and Partnerships. To enter into any lawful arrangement for sharing profits, union of interest,

reciprocal association, or cooperative association with any domestic corporation or foreign corporation, association, partnership, individual, or other entities, and to enter into general or limited partnerships;

(c) Guaranties. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts, or other obligations created by any domestic corporations or foreign corporations, associations, partnerships, individuals, or other entities;

(d) Construction of Powers. Each of the foregoing clauses of this section shall be construed as independent powers and the matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to, or inference from, the terms of any other clause. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses or the scope of the general powers of the Corporation created by them, nor shall the expression of one thing in any of the clauses be deemed to exclude another not expressed, although it be of like nature.

3.03. CARRYING OUT OF PURPOSES AND EXERCISE OF POWERS IN ANY JURISDICTION. The Corporation may carry out its purposes and exercise its powers in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country; and it may limit the purpose or purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district, or possession of the United States, or foreign country.

3.04. DIRECTION OF PURPOSES AND EXERCISE OF POWERS BY DIRECTORS. The Board of Directors, subject to any specific written limitations or restrictions

imposed by the Law or by these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval by the shareholders of the Corporation.

#### ARTICLE IV

4.01. NUMBER OF AUTHORIZED SHARES. The aggregate number of shares that the Corporation shall have authority to issue is 10,000 shares of Capital Stock with par value of One Dollar (\$1.00) per share.

#### ARTICLE V

5.01. SHARES NOT TO BE DIVIDED INTO CLASSES. The shares of the Corporation are not to be divided into classes.

#### ARTICLE VI

6.01. NO SHARES ISSUED IN SERIES. The Corporation is not authorized to issue shares in series.

#### ARTICLE VII

7.01. BYLAWS. The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Law or these Articles of Incorporation.

7.02. TRANSACTIONS IN WHICH DIRECTORS HAVE AN INTEREST. Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the Corporation

that acts upon, or in reference to, the contract or transaction, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

7.03. INDEMNIFICATION AND RELATED MATTERS.

(a) Power to Indemnify -- Third Party Actions. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, had reasonable cause to believe that his conduct was unlawful.

(b) Power to Indemnify --- Action Brought in the Right of the Corporation. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper.

(c) Right to Indemnification. To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in clauses (a) and (b), or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Determination of Entitlement to Indemnification. Any indemnification under clauses (a) and (b), unless ordered by a court,

shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in clauses (a) and (b). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so direct, by independent legal counsel in a written opinion, or (3) by the Shareholders.

(e) Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in clause (d) upon receipt of any undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

(f) Savings Clause. The indemnification provided by this section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders, or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

(g) Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director,

officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this section.

7.04. REMOVAL OF DIRECTORS. At a special meeting of the shareholders called expressly for that purpose, directors may be removed in the manner provided by the Bylaws.

7.05. AMENDMENT OF ARTICLES OF INCORPORATION. The Corporation reserves the right to amend the Articles of Incorporation in any manner now or hereafter permitted by the Law, as provided in the Bylaws.

#### ARTICLE VIII

8.01. REGISTERED OFFICE. The address of the initial registered office of the Corporation is 108 N. Magnolia Avenue, Suite 701, Ocala, FL 34475.

8.02. REGISTERED AGENT. The initial registered agent of the Corporation is Marty Smith.

#### ARTICLE IX

9.01. INITIAL BOARD OF DIRECTORS. The initial Board of Directors shall consist of one (1) member, who need not be a resident of the State of Florida or a shareholder of the Corporation.

9.02. NAMES AND ADDRESSES. The name and address of the person who is to serve as director until the first annual meeting of the shareholders and until his successors shall have been elected and qualified, is as follows:

Michael Anthony Yeomans, a/k/a Tony Yeomans  
4501 SE 47th Place  
Ocala, FL 34480



9.03. INCREASE OR DECREASE OF DIRECTORS. The number of Directors may be increased or decreased from time to time by amendment of the Bylaws, but no decrease shall have the effect of reducing such number below one (1) or of shortening the term of any incumbent Director. In the absence of a provision in the Bylaws fixing the number of Directors, the number shall be one (1).

#### ARTICLE X

10.01. NAMES AND ADDRESSES OF INCORPORATORS. The name and address of the Incorporator of the Corporation is as follows:

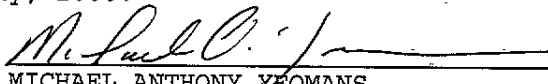
Michael Anthony Yeomans, a/k/a Tony Yeomans  
4501 SE 47th Place  
Ocala, FL 34480

#### ARTICLE XI

11.01. PRINCIPAL OFFICE. The Corporation's principal office is located at 4501 SE 47th Place, Ocala, FL 34480.

11.02. MAILING ADDRESS. The Corporation's mailing address is 4501 SE 47th Place, Ocala, FL 34480.

EXECUTED this 14<sup>th</sup> day of July, 2000.

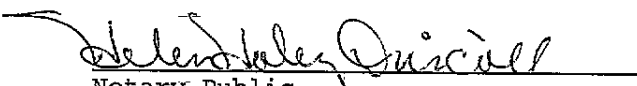
  
MICHAEL ANTHONY YEOMANS  
a/k/a Tony Yeomans  
Incorporator

STATE OF FLORIDA  
COUNTY OF MARION

I HEREBY CERTIFY that on this day, before me, a Notary Public authorized in the State and County named above to take acknowledgments, personally appeared MICHAEL ANTHONY YEOMANS, a/k/a Tony Yeomans, known to me, or who has produced \_\_\_\_\_ as identification, and who executed the foregoing Articles of Incorporation and acknowledge before me that he subscribed to those Articles of Incorporation.

14<sup>th</sup> WITNESS my hand and official seal in the State and County named above this day of July, 2000.

HELEN HALEY DRISCOLL  
Notary Public, State of Florida  
My Comm. Expires May 17, 2001  
Comm. No. CC635481

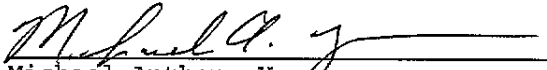
  
Notary Public  
State of Florida at Large  
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, MAKING AGENT  
UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

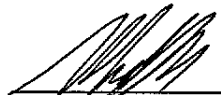
FIRST -- That Ocala Livestock Market, Inc., desiring to organize or qualify under  
the Laws of the State of Florida, with its principal place of business at 4501  
SE 47th Place, Ocala, FL 34480, has named Marty Smith, located at 108 N. Magnolia  
Avenue, Suite 701, Ocala, FL 34475, as its agent to accept service of process  
within Florida.

OCALA LIVESTOCK MARKET, INC.

  
Michael Anthony Yeomans,  
a/k/a Tony Yeomans  
Title: Incorporator/Director

Date: 7-14-00

Having been named as Registered Agent for the above stated corporation, I  
hereby certify that I am familiar with the duties and responsibilities of the  
Registered Agent and I hereby agree to act in this capacity and to comply with  
the provisions of all statutes relative to the proper and complete performance  
of my duties.

  
Marty Smith  
Date: 7-14-00

FILED  
00 AUG 16 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA