

Division of Corporations

**PO1000085689**

Page 1 of 1

**Florida Department of State**

Division of Corporations

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**FLORIDA PROFIT CORPORATION OR P.A.****USA FEEDS, INC.**

Certificate of Status	0
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION  
OF  
USA FEEDS, INC.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be:

USA FEEDS, INC.

The address of the principal office of this corporation shall be 13860 Wellington Trace, Suite 350, Wellington, FL 33414, and the mailing address shall be the same.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

**ARTICLE IV. ADDRESS**

The street address of the initial registered office of the corporation shall be One North Clematis Street, Suite 500, West Palm Beach, FL 33401, and the name of the initial registered agent of the corporation at that address is Donald P. Dufresne, Esq.

**ARTICLE V. TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE VI. DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one (1)

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director, initially. The name and street address of the initial member of the Board of Directors are:

Peter J. Winkelman 13860 Wellington Trace  
Suite 350  
Wellington, FL 33414

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed, are:

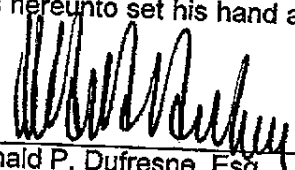
President/Secretary/Treasurer Peter J. Winkelman  
13860 Wellington Trace  
Suite 350  
Wellington, FL 33414

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Donald P. Dufresne, Esq.  
c/o Broad and Cassel  
1 North Clematis Street  
Suite 500  
West Palm Beach, FL 33401

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 29th day of August, 2001.

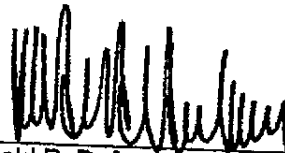
  
Donald P. Dufresne, Esq.  
Incorporator

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ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF INCORPORATION

Pursuant to Section 48.091 and Chapter 607, Florida Statutes, USA Feeds, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at One North Clematis Street, Suite 500, West Palm Beach, FL 33401 has named Donald P. Dufresne, Esq., located at One North Clematis Street, Suite 500, West Palm Beach, FL 33401, to be its registered agent to accept service of process within this state.

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.



Donald P. Dufresne, Esq.  
Registered Agent

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