

LAW OFFICES OF
MANDEL & PERKINS
10115 WEST SAMPLE ROAD
CORAL SPRINGS, FLORIDA 33065
PHONE: 954-344-8420 / FACSIMILE: 954-755-7679

September 23, 2002
PO2000106477

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

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****122.50 *****78.75

RE: THUNDER & LIGHTNING FARMS, INC.

Dear Sir/Madam:

I am enclosing the Articles of Incorporation for the above-referenced corporation to be filed with the Department of State.

Also enclosed is a check made payable to the Secretary of State in the amount of \$122.50, covering the filing fees for the above and the cost of a certified copy of the Articles of Incorporation.

Please return the certified copy and proof of filing to me at the address indicated above.

If you have any questions, please feel free to contact me.

Very truly yours,

Paul Mandel/KB

Paul Mandel, Esq.

Encls.
PM/kb

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
FOR
THUNDER & LIGHTNING FARMS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name and principal address of the corporation shall be:

THUNDER & LIGHTNING FARMS, INC.
6095 NW 75TH WAY
PARKLAND, FL 33067

ARTICLE II - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - STATED CAPITAL

The corporation is authorized to issue 100 shares of common stock having \$1.00 (one dollar) par value per share.

Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefore, as is to be determined from time to time by the Board of Directors, to be paid, in whole or part, in cash or other property, tangible or intangible, or labor or services actually performed for the corporation. Shares may not be issued until full amount of the consideration therefore has been paid. Thereafter, such share shall be deemed to be fully paid and nonassessable.

ARTICLE IV - BOARD OF DIRECTORS

All corporate powers should be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors.

Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the share holders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have one director initially. The number of directors may be thereafter increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and street address of the initial directors who shall hold office until his successors, who shall be chosen at the first meeting of the stockholders, have qualified shall be:

PAUL MANDEL
6095 NW 75TH WAY
PARKLAND, FL 33067

ARTICLE V - INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers or duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VII - AMENDMENT

These Articles of Incorporation may be amended at any time by vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE VIII - INCORPORATOR

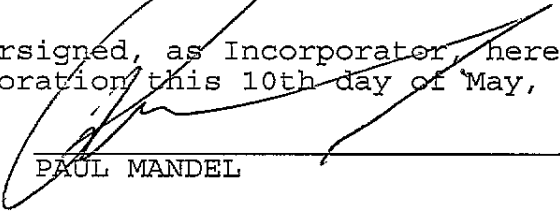
The name and address of the Incorporator to these Articles of Incorporation is:

PAUL MANDEL
10115 WEST SAMPLE ROAD
CORAL SPRINGS, FL 33065

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Office and Agent of the corporation is: 10115 West Sample Road, Coral Springs, Florida 33065 and the name of the Initial Registered Agent of the Corporation at that address is Paul Mandel.

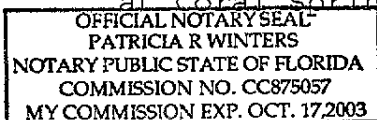
IN WITNESS WHEREOF, the undersigned, as Incorporator, hereby executes these Articles of Incorporation this 10th day of May, 1996.


PAUL MANDEL

STATE OF FLORIDA)
COUNTY OF BROWARD) ss.

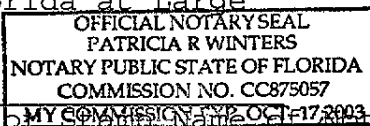
Before me, the undersigned authority, an officer of duly authorized to minister oaths and take acknowledgments, personally appeared PAUL MANDEL, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS, my hand and official seal this 24 day of Sept, 2002
at Coral Springs, Broward County, Florida.



NOTARY PUBLIC
State of Florida at Large

My commission expires:



Print, Type **MY COMMISSION EXP OCT-17-2003**
 Name of Secretary _____

(X) Personally known to me, or

() Produced identification:

Type of identification

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I, PAUL MANDEL, being and the same as that PAUL MANDEL designated in the Articles of Incorporation of THUNDER & LIGHTNING FARMS, INC. do hereby accept the appointment as the registered agent of THUNDER & LIGHTNING FARMS, INC.

Dated this day of

PAUL MANDEL
10115 WEST SAMPLE ROAD
CORAL SPRINGS, FLORIDA 33065

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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