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(Business Entity Name)

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09-19-03

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Gulfcoast Beef Corporation

Signature _____

Requested by: AW 9/19

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

____ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

**ARTICLES OF INCORPORATION
OF
GULFCOAST BEEF CORPORATION II**

FILED
2003 SEP 19 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes, Section 607, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is GULFCOAST BEEF CORPORATION II.

ARTICLE II - DURATION

The existence of this corporation shall commence with the filing of these articles. The term of existence of this corporation is perpetual.

ARTICLE III - PURPOSE AND POWERS

The purpose is to engage in any and all business activities permitted under the laws of the United States and the State of Florida. The affirmative vote or consent of all Shareholders and Directors is required to constitute any act or decision rendered by the corporation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares all of one class, at \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

Robert B. McClain
11045 Orangewood Drive
Bonita Springs, FL 34135

The initial street address of the principal office of the corporation in the State of Florida will be: 11045 Orangewood Drive, Bonita Springs, FL 34135.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three (1) director initially. The number of directors may be either increased or decreased from time to time by the Bylaws.

The names and addresses of the initial directors of this corporation are:

Robert B. McClain
11045 Orangewood Drive
Bonita Springs, FL 34135

ARTICLE VII - INCORPORATORS

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

Robert B. McClain
11405 Orangewood Drive
Bonita Springs, FL 34135

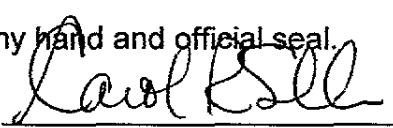
IN WITNESS WHEREOF, I have subscribed my name this 18th day of Sept., 2003.


Robert B. McClain

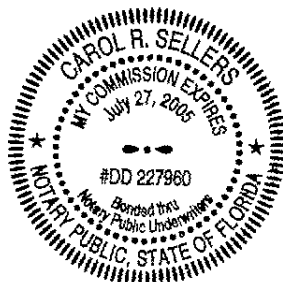
STATE OF FLORIDA
COUNTY OF LEE

On this 18 day of Sept, 2003, before me, a Notary Public, the undersigned officer, personally appeared Robert B. McClain, to me known to be the person whose name is subscribed to the within instrument and he acknowledged that he executed the same for the purpose contained therein.

IN WITNESS WHEREOF, I hereby set my hand and official seal.


Notary Public

My Commission Expires:



APPOINTMENT OF RESIDENT AGENT

STATE OF FLORIDA DEPARTMENT OF STATE

Certificate designating place of Business or Domicile for the Service of Process within this State, naming Agent upon whom process may be served and names and addresses of the Officers and Directors.

GULFCOAST BEEF CORPORATION II, a corporation under the laws of the State of Florida, with its principal office at 11045 Orangewood Drive, Bonita Springs, FL 34135, has named Robert B. McClain, as its resident agent to accept service of process within this State.

OFFICERS

PRESIDENT	Robert B. McClain
VICE-PRESIDENT	Robert B. McClain
SECRETARY	Robert B. McClain
TREASURER	Robert B. McClain

DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Robert B. McClain	11045 Orangewood Drive Bonita Springs, FL 34135

DATED: Sept 18, 2003.

ACCEPTANCE

I agree as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.


Robert B. McClain