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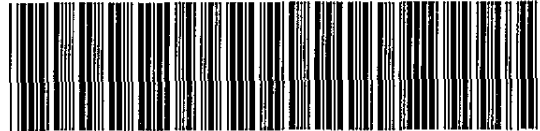
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2004 APR 16 P 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
04 APR 16 PM 1:16

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: RW 4/16

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 III**

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2004 APR 16 P 3:20

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 III.

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 14th day of April, 2004.


Robert B. McClain

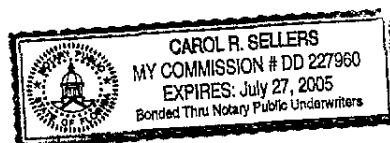
STATE OF FLORIDA
COUNTY OF LEE

On this 14th day of April, 2004, 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 III, 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: April 14, 2004.

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

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2004 APR 16 P 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA