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FLORIDA PROFIT/NON PROFIT CORPORATION
Phillips Feed SC Holdco, Inc.

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
PHILLIPS FEED SC HOLDCO, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation (the "Corporation"):

ARTICLE I
Name

The name of the Corporation is Phillips Feed SC Holdco, Inc.

ARTICLE II
Initial Principal Office and Mailing Address

The initial principal office and mailing address of the Corporation is 2512 Barcelona Drive, Fort Lauderdale, Florida 33301.

ARTICLE III
Shares

The Corporation shall have authority to issue 1,000 shares of common stock, without par value ("Common Stock"). Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held on all matters submitted to the shareholders for a vote.

ARTICLE IV
Initial Registered Agent and Office

The street address of the Corporation's initial registered office is 2512 Barcelona Drive, Fort Lauderdale, Florida 33301, and the name of the Corporation's initial registered agent at that address is Blaine L. Phillips.

ARTICLE V
Incorporator

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Blaine L. Phillips	2512 Barcelona Drive Lauderdale, Florida 33301

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ARTICLE VI
Initial Director

The Corporation initially shall have one (1) director, who shall serve until the first annual meeting of the shareholders or until his successor or successors are elected and qualified, whose name and address is:

<u>Name</u>	<u>Address</u>
Blaine L. Phillips	2512 Barcelona Drive Lauderdale, Florida 33301

ARTICLE VII
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages, including but not limited to liability for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act, as amended from time to time.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VII is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraphs included in this Article VII shall not adversely affect any right or protection of a director or officer of the Corporation existing pursuant to such paragraphs at the time of such repeal or modification.


ARTICLE VIII
Amendments

The Corporation reserves the right at any time to amend, alter, or repeal any provision of these Articles of Incorporation, as the same may be amended from time to time.

ARTICLE IX
Effective Date

The effective date of these Articles of Incorporation shall be upon filing with the Department of State.

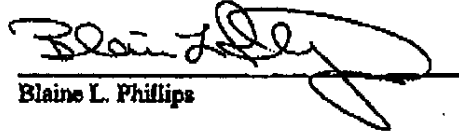
Dated this 8th day of December, 2009,


Blaine L. Phillips
Title: Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for Phillips Feed SC Holdco, Inc., at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to set in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.
Dated this 8th day of December, 2009.

REGISTERED AGENT:


Blaine L. Phillips

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