

P95000029532

4/14/95

FLORIDA DIVISION OF CORPORATIONS

12:07 AM

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: HODGSON, RUSS, ANDREWS, ET AL

DEPARTMENT OF STATE

2000 GLADES ROAD

STATE OF FLORIDA

SUITE 400

409 EAST GAINES STREET

BOCA RATON FL 33431-

TALLAHASSEE, FL 32399

CONTACT: MARY FRITZE

FAX: (904) 922-4000

PHONE: (407) 394-0500

FAX: (305) 427-4303

((H95000004257))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: OMAHA BEEF COMPANY

FAX AUDIT NUMBER: H95000004257

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/14/1995

TIME REQUESTED: 12:07:32

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HODGSON, RUSS, ANDREWS, WOODS & GOODYEAR

(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

1800 ONE H & T PLAZA
BUFFALO, NY 14200
(716) 888-4000
HAY FAX (716) 849-0348
GUARANTY FAX (716) 882-8185

THREE CITY SQUARE
ALBANY, NY 12207
(518) 488-2333
FAX (518) 488-1867

ATTORNEYS AT LAW
4000 GLASS ROAD, SUITE 400
HOLLA RATON, FLORIDA 33411

HOLLA RATON (407) 344-0500
PALM BEACH (407) 738-4777
BROWARD (305) 704-1140
FAX (305) 427-4303

400 EAST AVENUE
ROCHESTER, NY 14607
(716) 434-8880
FAX (716) 434-4888

3 ROBERT SPEER PARKWAY, SUITE 880
MINNEAPOLIS, ONT. CANADA L4X 2G6
(PRACTICE RESTRICTED TO U.S. LAW)
(800) 889-8001
FAX (800) 360-8048

April 14, 1995

VIA TELECOPY

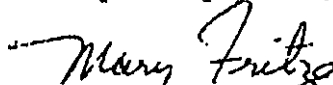
Secretary of State
409 E. Gaines Street
Tallahassee, Florida 32314

Dear Sir:

RE: Omaha Beef Company

Attached please find the Articles of Incorporation for Omaha Beef Company. Please charge our account and forward a certified copy to the undersigned.

Very truly yours,


Mary Fritze
Legal Assistant

Attachment

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FILED
95/APR 14 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

OMAHA BEEP COMPANY

ARTICLE I

NAME.

The name of this corporation is: OMAHA BEEP COMPANY

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The existence of the Corporation shall commence at the time and date of filing of these Articles by the Department of State of the State of Florida.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

CAPITAL SHARES

The number of shares that the Corporation is authorized to have outstanding at any time is 5,000 common shares of the par value of \$1.00 each.

THIS INSTRUMENT PREPARED BY:

Anthony L. Dutton, Esq.
Hodgson, Russ, Andrews, Woods & Goodyear
2000 Glades Road, Suite 400
Boca Raton, Florida 33431
Telephone: (407) 394-0500
Florida Bar No. 258046
H95000004257

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ARTICLE V

PREEMPTIVE RIGHTS

A. The Corporation elects to have preemptive rights with respect to its shares.

B. Except as otherwise provided in this Article V, no holder of any shares of the Corporation shall, solely by reason of his, her or its capacity as such a shareholder, have any preemptive right whatsoever.

C. Subject to the provisions of Paragraph E of this Article V, the holders of the Corporation's shares shall have the preemptive right, exercisable within 30 days after receipt of notice from the Corporation to such holders (and the Corporation shall be required to give such notice), to acquire (ratably, according to the ratio of (i) the number of shares held by each holder to (ii) the number of shares then outstanding) any shares of any class of the Corporation hereafter issued or sold, any warrants, options or other rights to subscribe for, purchase or otherwise acquire any such shares hereafter issued or sold, and any securities convertible into or exchangeable for any such shares, but in each such case only at such prices, and upon such terms and conditions, as may be determined from time to time by the Board of Directors of the Corporation.

D. Any securities offered to holders of the Corporation's shares pursuant to their preemptive rights and not purchased by them may be issued by the Corporation in any lawful manner within 90 days after the expiration of the 30-day period referred to in Paragraph C of this Article V; provided, however,

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that the price, terms and conditions shall not be more favorable to the purchaser than those offered to the holders of the Corporation's shares pursuant to Paragraph C of this Article V. Any issuance or share of such securities after the expiration of such 90-day period shall again be subject to this Article V.

E. No preemptive right shall exist with respect to (i) the issuance or sale of securities of the Corporation issued upon exercise, conversion or exchange of any warrant, option or other right to security which itself was, when issued, subject to the provisions of this Article V; or (ii) any preemptive rights exclusion provided for in the Florida Business Corporation Act, or successor statute.

F. No security that is subject to this Article V shall be issued until compliance in full with the provisions hereof, and any security purportedly issued without such compliance in full shall be null and void; provided, however, that such security shall nevertheless be considered to be validly issued if after the date of issuance there is subsequent compliance with the provisions of this Article V, or waiver of compliance by affected shareholders of the Corporation.

G. To the extent not inconsistent with this Article V, the provisions of the Florida Business Corporation Act, or successor statute, shall be applicable to the preemptive rights hereby created.

ARTICLE VI

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of

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the Corporation is 2000 Glades Road, Suite 400, Boca Raton, Florida 33431; and the name of the initial registered agent of the Corporation is HRAWG Corp.

ARTICLE VII

PRINCIPAL OFFICE/MAILING ADDRESS OF THE CORPORATION

The principal office/mailing address of the Corporation is:

2000 Glades Road
Suite 400
Boca Raton, FL 33431

The principal mailing address of the Corporation is c/o Hodgson, Russ, Andrews, Woods & Goodyear at the address of the principal office.

ARTICLE VIII

INCORPORATOR

The name and street address of the Incorporator of the Corporation is:

Anthony L. Dutton
2000 Glades Road
Suite 400
Boca Raton, Florida 33431

IN WITNESS WHEREOF, I have made and executed these Articles of Incorporation this 14th day of April, 1995.


Anthony L. Dutton, Incorporator

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been appointed as registered agent and to accept service of process for the above-named Corporation at the place described in the foregoing Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. Further, it agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and states that it is familiar with and accepts the obligations of its position as registered agent.

HRAWG Corp.

BY: Larry Corman
Larry Corman, Secretary

FILED
95 APR 14 PM 1:16
TALLAHASSEE, FLORIDA

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12/18/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

4:55 PM

((H95000014136))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: HODGSON, RUSS, ANDREWS, ET AL
DEPARTMENT OF STATE 2000 GLADES ROAD
STATE OF FLORIDA SUITE 400
409 EAST GAINES STREET BOCA RATON FL 33431
TALLAHASSEE, FL 32399 CONTACT: MARY FRITZE
FAX: (904) 922-4000 PHONE: (407) 394-0500
FAX: (305) 427-4303

((H95000014136))) DOCUMENT TYPE: REGISTERED AGENT RESIGNATION
NAME: OMAHA BEEF COMPANY
FAX AUDIT NUMBER: H95000014136 CURRENT STATUS: REQUESTED
DATE REQUESTED: 12/18/1995 TIME REQUESTED: 16:35:21
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$140.00 ACCOUNT NUMBER: 072720000242

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95 DEC 19 AM 8:41
TALLAHASSEE, FL 32399

RECEIVED
95 DEC 19 AM 7:52
DIVISION OF CORPORATIONS

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HODGSON RUSS
ANDREWS
WOODS &
GOODYEAR LLP
ATTORNEYS AT LAW

2000 Clarks Road
Suite 400
Boca Raton, FL 33431
407-394-0500 (Boca Raton)
407-736-2177 (Palm Beach)
408-704-2440 (Newport)
FAX: 305-427-1303

Albany
Boca Raton
Buffalo
New York
Rochester
Westchester
(Trenton)

December 19, 1995

VIA TELECOPY

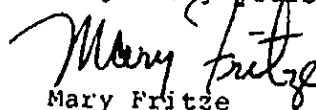
Secretary of State
409 E. Gaines Street
Tallahassee, Florida 32302

Dear Sir:

RE: Resignation of Registered Agent

Attached is the Resignation of Registered Agent for Omaha
Beef Company. Please charge our account and forward a certified
copy to the undersigned.

Very truly yours,


Mary Fritze
Legal Assistant

Attachment

H95000014136

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Florida Department of State, Jim Smith, Secretary of State

RESIGNATION OF REGISTERED AGENT

FILED
95 DEC 19 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0502(2), 617.0502(2), 607.1509, or

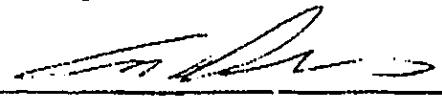
617.1509, Florida Statutes, the undersigned, HRAWG Corp.
(name of registered agent)

hereby resigns as Registered Agent for OMAHA BEEF COMPANY
(name of corporation)

A copy of this resignation was mailed to the above listed corporation at its last known address.

The agency is terminated and the office discontinued on the 31st day after the date on which this statement is filed.

HRAWG Corp.

By 

SIGNATURE

Anthony L. Dutton, Vice President

THIS INSTRUMENT PREPARED BY:

Anthony L. Dutton, Esq.
Hodgson, Russ, Andrews, Woods & Goodyear
2000 Glades Road, Suite 400
Boca Raton, FL 33431
Telephone: (407) 394-0500
Florida Bar No. 268046
H95000014136

FEE FOR FILING THIS DOCUMENT:

\$87.50-Active Corporation

\$35.00-Administratively Dissolved Corporation

Division of Corporations - P. O. Box 6327 - Tallahassee, FL 32314
CR2E046 (7-91)



FLORIDA DEPARTMENT OF STATE

Sandra L. Montan
Secretary of State

January 30, 1996

OMAHA BEEF COMPANY
2000 GLADES ROAD
SUITE 400
BOCA RATON, FL 33431

SUBJECT: OMAHA BEEF COMPANY
Ref. Number: P95000029532

Our records indicate the registered agent for the above named corporation resigned on December 19, 1995 and that the corporation currently does not have a registered agent designated.

Chapter 607, Florida Statutes, requires this office to give 60 days notice of our intent to dissolve a corporation for failure to appoint and maintain a registered agent.

This letter is our notice of intent to dissolve the above named corporation 60 days from the date of this letter if a registered agent is not properly designated.

Enclosed is registered agent designation application for you to complete and return with a filing fee of \$35.

If you should need any further information, please contact our office at (904)-487-6050.

Carol Mustain
Corporate Specialist



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 8, 1996

OMAHA BEEF COMPANY
2000 GLADES ROAD
SUITE 400
BOCA RATON, FL 33431

SUBJECT: OMAHA BEEF COMPANY

Document #: P95000029532

Due to your failure to respond to our letter advising you of your corporation not maintaining a registered agent and giving you 60 days notice of our intent to dissolve the above corporation, this corporation is now administratively dissolved.

A Certificate of Dissolution is enclosed.

If you have any questions concerning this matter, please call (904) 487-6916.

Carol Mustain
Corporate Specialist
Amendment Section
Division of Corporations

Letter Number: 496A00015847

State of Florida



Department of State

CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for OMAHA BEEF COMPANY, a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of April 8, 1996 for failure to designate and maintain a registered agent, as required by law.

The document number of this corporation is P95000029532.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Eighth day of April, 1996



CR2EO22 (2-95)

A handwritten signature in cursive script, reading "Sandra B. Northam".

Sandra B. Northam
Secretary of State