

EMMANUEL, SHEPPARD & CONDON

ATTORNEYS AT LAW

100 SOUTH GORHAM STREET

PO BOX 100000

PENSACOLA, FLORIDA 32501

PENSACOLA (904) 433-0500

FT. WALTON BEACH (904) 241-0500

FACSIMILE (904) 434-5054

TOLL FREE 1-800-433-0500

ALAN H. B. EMAN
T. A. B. B. W. A. B.
A. J. CONDON, JR.
EDWARD M. DILLON
WALTER H. EMMANUEL
PATRICK H. EMMANUEL
ROBERT A. EMMANUEL
FRANK A. LITVAR
WM. DOUGLAS MARSH

JOHN A. BURGESS, JR.
JOHN A. BURGESS
NANDA ANN DALL, BACCHETTI
ALAN C. SHEPPARD
J. D. SMITH
CRYSTAL COLLINS SPENCER
WARREN R. TODD
DONALD D. WELCH
VINCE J. WHITEN, JR.

May 15, 1995

Pope's Poultry Farm, Inc.
Department of State
P.O. Box 100000
Tallahassee, Florida 32314

000001490000
05/23/95--01036--016
****122.50 ****122.50

RE: Pope's Poultry Farm, Inc.
Our File No. P487-21238

Gentlemen:

Enclosed herewith please find executed original and copy of Articles of Incorporation with respect to Pope's Poultry Farm, Inc. Additionally enclosed please find our check in the amount of \$122.50 in payment of the following fees:

Designation of Registered Agent	35.00
Filing Fee	35.00
Certified Copy	<u>52.50</u>
TOTAL	\$122.50

Please file the Articles of Incorporation and return to the undersigned a certified copy of same. Thank you for your assistance in this matter.

Sincerely,



Tammy L. Austin
Assistant to John A. Panyko

Enclures

EFFECTIVE DATE

5/17/95

ARTICLES OF INCORPORATION

OF

POPE'S POULTRY FARM, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation is POPE'S POULTRY FARM, INC., and its principal office is located at 5440 Flux Road, Pensacola, FL 32504, and its mailing address is the same.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing upon the date of subscription and acknowledgement of these Articles of Incorporation.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

EFFECTIVE DATE

5/15/95

FILED
CLERK OF COURT
FLORIDA

65 MAY 22 11 9 AM

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$.10 par value common stock, all of one class and series.

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

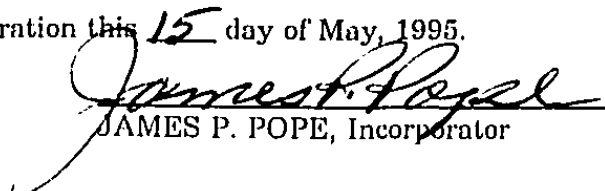
ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 5440 Flax Road, Pensacola, FL 32504, and the name of this corporation's initial registered agent is JAMES P. POPE.

ARTICLE VII
INCORPORATORS

The name and address of the incorporator is JAMES P. POPE, 5440 Flax Road, Pensacola, Florida 32504.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15 day of May, 1995.

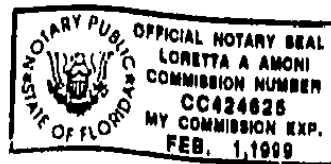


JAMES P. POPE, Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 25th day of May, 1995, by JAMES P. POPE, who personally appeared before me and who is personally known to me or who has produced Fl. Driver's License as identification.

Loretta A. Amoni
Notary Public, State of Florida

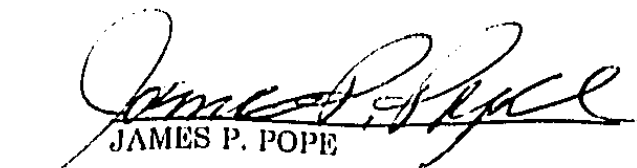


FAUSERS\CLG\POPE\ART

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, JAMES P. POPE, am familiar with and hereby accept the appointment as Registered Agent for POPE'S POULTRY FARM, INC., as set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 65 day of May, 1995.


JAMES P. POPE

FAUSERS/CIA/POPE.ARA

FILED
95 MAY 22 11 04
TALLAHASSEE, FLORIDA