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ORDER DATE : December 29, 1995

ORDER TIME : 10:40 AM

ORDER NO. : 787467

CUSTOMER NO: 81803A

CUSTOMER: Sandy Jeffery, Legal Asst
SCHROEDER & LARCHE, P.A.

Suite 319-a, One Boca Place
2255 Glades Road
Boca Raton, FL 33431

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*****70.00 *****70.00

DOMESTIC FILING

NAME: FORBES IMPORTED MAJESTIC
SHEPHERDS, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS:

T. BROWN JAN - 2 1996

RECEIVED
95 DEC 29 PM 12:17
DIVISION OF CORPORATION

FILED
195 DEC 29 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FORBES IMPORTED MAJESTIC SHEPHERDS, INC.

FILED
95 DEC 29 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is Forbes Imported Majestic
Shepherds, Inc.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting
any and all lawful business for which corporations may be
incorporated under the Florida Business Corporation Act, as
amended.

Article IV

Address

The principal place of business or mailing address of this
corporation shall be: 711 Golf Court, Delray Beach, Florida
33445.

Article V

Capital Stock

The corporation is authorized to issue one thousand
(1,000) shares of \$1.00 par value common stock.

Article VI

Initial Registered Office and Registered Agent

The street address of the initial registered office of this corporation is c/o Schroeder and Larche, P.A, One Boca Place, Suite 319-Atrium, 2255 Glades Road, Boca Raton, Florida 33431-7383 and the name of the initial registered agent of this corporation at the address is Michael A. Schroeder, Esq.

Article VII

Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time but shall never be less than one (1). The name and address of the initial director of this corporation is:

Jeffry L. Forbes
711 Golf Court
Delray Beach, Florida 33445

Article VIII

Incorporator

The name and address of the person signing these Articles is:
Michael A. Schroeder, Esq., Schroeder and Larche, P.A., One Boca Place, Suite 319-A, 2255 Glades Road, Boca Raton, Florida 33431-7383.

Article IX

Powers

This corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

Article X
Indemnification

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholder or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XIII

Bylaws

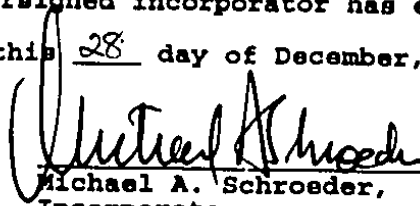
The Bylaws may be adopted, altered, amended or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Article XIII

Beginning of Corporate Existence

The date when corporate existence shall begin shall be the date that these Articles of Incorporation are filed, as evidenced by the Department of State's date and time endorsement.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28 day of December, 1995.

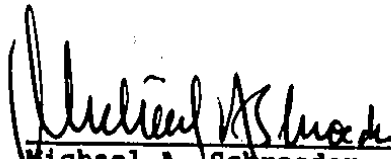


Michael A. Schroeder,
Incorporator

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned having been named as registered agent and to accept service of process, (i) does hereby accept his appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation, and (ii) does further agree to act in such capacity and to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and (iii) is familiar with and accepts the duties and obligations of registered agent for the proposed domestic corporation.

Dated: December 28, 1995



Michael A. Schroeder
Registered Agent
c/o Schroeder and Larche, P.A.
One Boca Place, Suite 319-Atrium
2255 Glades Road
Boca Raton, Florida 33431-7383

(S:\7\CLIENTS\FORBES\ARTICLES.FIM 1222-01)

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TALLAHASSEE, FLORIDA