

JAN-29-1996 16106

P.33

b

3:19 PM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 N. W. CASLER ST
STATE OF FLORIDA SUITE 200
409 EAGLE BLVD STREET MIAMI FL 33137
TALLAHASSEE FL 32399 CONTACT: RAY STORMONT
FAX: (904) 222-4000 PHONE: (305) 541-3094
FAX: (305) 541-3770
(((H98000001394))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: DERBY FARMS, INC.

FAX AUDIT NUMBER: H98000001394

DATE REQUESTED: 01/29/1996

CERTIFIED COPIES: 1

NUMBER OF PAGES: 4

ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED

TIME REQUESTED: 16:19:10

CERTIFICATE OF STATUS: 0

METHOD OF DELIVERY: FAX

ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H98000001394)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM

Connect: 00:30:51

FILED
96 JAN 30 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/30

DIVISION OF CORPORATIONS

96 JAN 30 AM 8:05

RECEIVED

**ARTICLES OF INCORPORATION
OF**

DERBY FARMS, INC.

ARTICLE I - NAME

The name of this corporation is **DERBY FARMS, INC.**

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	Common

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT**

The street address of the initial principal and mailing office of this corporation is:

2950 S.W. 27th Avenue
Suite 300
Miami, Florida 33133

and the name and address of the initial registered agent of this corporation is:

1

PREPARED BY:

RONALD R. FIELDSTONE, FLA BAR No. 180029

FIELDSTONE, LESTER & SHEAR

First Union Financial Center
200 South Biscayne Blvd., Ste. 2100
Miami, Florida 33131

(305) 482-1555

FLA

H 96000001394

H 96000001394

FILED
55 JAN 30 2 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name
Jonathan Colby

Address
2950 S.W. 27th Avenue
Suite 300
Miami, Florida 33133

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

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 by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name
Jonathan Colby

Address
2950 S.W. 27th Avenue
Suite 300
Miami, Florida 33133

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Name
Jonathan Colby

Address
2950 S.W. 27th Avenue
Suite 300
Miami, Florida 33133

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

H96000001394

H96000001394

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25 day of January, 1996.

Jonathan Colby
Jonathan Colby
Subscriber

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Jonathan Colby who is known to me or who has produced personally known as identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25 day of January, 1996.

Nancy M. Alfano
Signature
OFFICIAL NOTARY SEAL
NANCY MARIE ALFANO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 000989
EXPIRATION DATE AUG. 25, 1996
Print (Notary's Name) _____
Notary Public, State of Florida

Notarial Seal:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of

H 96000001394

H 96000001394

the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **Darby Farms, Inc.**
2. The name and address of the registered agent and office is:

Jonathan Colby
2950 S.W. 27th Avenue
Suite 300
Miami, Florida 33133

Jonathan Colby
Title: Incorporator/officer/
Director
Date: 1-26-96

96 JAN 30 AM 11:24
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Jonathan Colby
Jonathan Colby
Date: 1-26-96

H 96000001394

H 96000001394