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May 6, 1996

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Attn: Corporate Division  
Secretary of State  
State of Florida  
The Capitol  
Tallahassee, Florida 32303

Re: Incorporation of Perfect Poultry, Inc.

Gentlemen:

Enclosed are the original and one (1) copy of the Articles of Incorporation of this proposed corporation.


Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return same to the undersigned.

A check is enclosed of \$122.50 representing the filing fee, certified copy and registered agent designation.

Thank you for your cooperation.

Very truly yours,

ZUCKERMAN, SPAEDER, TAYLOR & EVANS, LLP

  
Stephen J. Bronis, Esquire

MAY 15 1996

BSB

SJB:hov  
Encs.

**ARTICLES OF INCORPORATION**  
**OF**  
**PERFECT POULTRY, INC.**

**FILED**  
96 MAY -9 AM 10:56  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of this corporation shall be:

**PERFECT POULTRY, INC.**

**ARTICLE II**

The general nature of business to be carried on by this corporation is:

- a. To enter into any and all contracts with any person, firm, corporation and/or association.
- b. To engage in the transaction of any and all lawful business or businesses for which corporations may be incorporated under the General Corporation Act of the State of Florida.

**ARTICLE III**

The maximum number of shares of stock that this corporation is authorized to issue is 100 shares.

**ARTICLE IV**

The shareholders of this corporation shall have preemptive right to acquire unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

#### **ARTICLE V**

This corporation is to have perpetual existence.

#### **ARTICLE VI**

The principal office of this corporation shall be located at 7320 S.W. 53rd Court, Miami, Florida 33143, with the corporation retaining the power of moving its office to any other address in the State of Florida, as may, from time to time, and at any time, be determined by its Board of Directors, with branch offices in such other cities, counties, states and countries as may from time to time, and at any time, be determined by its Board of Directors.

#### **ARTICLE VII**

The initial registered office of this corporation shall be 7320 S.W. 53rd Court, Miami, Florida 33143.

The initial Registered Agent at that address shall be **ROBERT E. SENKO**.

#### **ARTICLE VIII**

This corporation shall, at all times, have at least (1) Director who shall conduct the business of the corporation as a Board of Directors. The stockholders of the corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the corporation, provided the corporation have at least (1) Director.

#### **ARTICLE IX**

The name and address of the members of the initial Board of Directors of the corporation who shall hold office until the first annual meeting of shareholders and until their

successor is elected and qualified, or until their earlier removal from office, resignation or death,  
are:

Robert E. Senko  
7320 S.W. 53rd Court  
Miami, Florida 33143

Felipe A. Del Valle, M.D.  
8771 S.W. 64th Court  
Miami, Florida 33143

#### **ARTICLE X**

The name and address of the incorporator is:

Robert E. Senko  
7320 S.W. 53rd Court  
Miami, Florida 33143

#### **ARTICLE XI**

The by-laws of this corporation may be created, amended, changed or replaced by either the stockholders or the Directors of the corporation at any duly scheduled Special Meeting called for that purpose.

#### **ARTICLE XII**

This corporation shall indemnify any officer or Director, or any former officer or Director to the full extent permitted by law.

The undersigned does hereby subscribe, acknowledge and file these Articles of Incorporation, hereby certifying that the facts contained herein are true and correct, and

accordingly hereto set my hand and seal this 3RD day of May 1996.

Robert E. Senko (SEAL)  
ROBERT E. SENKO

STATE OF FLORIDA    )  
                                  SS:  
COUNTY OF DADE    )

The foregoing instrument was acknowledged before me this 23 day of May 1996 by **ROBERT E. SENKO**, the person who executed the foregoing Articles of Incorporation, and who is personally known to me (or has produced a driver's license as identification) and who did take an oath and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office in the State and County last aforesaid, this 23 day of May 1996.

[Signature]  
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



MARCIO DURHAM  
My Comm Exp. 7/13/98  
Bonded By Service Ins  
No. CC392009  
[Officially Known] (10th L.B.)

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.034, Florida Statutes, the following is submitted:

That **PERFECT POULTRY, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Miami, State of Florida, has named **ROBERT E. SENKO**, located at **7320 S.W. 53rd Court, Miami, Florida 33143**, City of Miami, Florida, as its agent to accept service of process within Florida.

Signature: Robert E. Senko  
ROBERT E. SENKO

Title: Incorporator

Date: May 3, 1996

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Robert E. Senko  
Registered Agent

Date: May 3, 1995