

LAW OFFICES OF

Benjamin W. Hardin, Jr., P.A.

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BENJAMIN W. HARDIN, JR.
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P960000 42981

May 8, 1996

Division of Corporations
FLORIDA DEPARTMENT OF STATE
P.O. BOX 6327
Tallahassee, FL 32314

RECEIVED
05/14/96--01055--012
***122.50 ***122.50

Re: Sun Ray Cattle Enterprises, Inc.

Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation together with the appropriate Registered Agent Form in the above matter. My check in the amount of \$122.50 is enclosed for the filing fee and a certified copy of the charter. Please return a copy of the charter to this office in the enclosed self-addressed, stamped envelope.

Thank you for your assistance in this matter.

Very truly yours,

Greg A. Sandba
Gregory A. Sandba

GAS/kem
Encl.

EXHIBIT MAY 21 1996

ARTICLES OF INCORPORATION
OF
SUN RAY CATTLE ENTERPRISES, INC.

ARTICLE I

Name

The name of the corporation is SUN RAY CATTLE ENTERPRISES, INC.

ARTICLE II

Duration

The period of existence of the corporation is perpetual.

ARTICLE III

Principal Office and Mailing Address

The principal place of business of the corporation is at 4100 Gandy Road, Bartow, Florida 33830. The mailing address of the corporation is 4100 Gandy Road, Bartow, Florida 33831.

ARTICLE IV

Registered Office and Registered Agent

The initial registered office is at 4100 Gandy Road, Bartow, Florida, 33831. The name of the initial registered agent at that address is Varghese Maani.

ARTICLE V

Purpose

The general nature of the business to be transacted by this corporation, shall be:

(a) Miscellaneous investments, including, but not limited to cattle investments.

(b) To acquire by purchase or otherwise, to own and possess any real or personal property, of any kind or nature, wheresoever situated, and any interest in or right appertaining to any such property; to hold, use, improve, develop, deal in and operate any such property or any part hereof; to sell, lease, mortgage, pledge, or otherwise, dispose of all or any part of such property, or interest therein, or right thereto, or any part thereof; to build, erect, construct, maintain, improve, rebuild, enlarge, or alter buildings or other improvements, or any of such property or any

part hereof; to sell, lease, mortgage, pledge, or otherwise, dispose of all or any part of such property, or any rights of interest therein or thereto appertaining; and, generally, to deal with an act in relation to such property in any an every way.

(c) To buy, sell, manufacture, import, export, prepare, alter, exchange, let for hire and deal in and with all kinds of articles and things which may be required for the purpose of any of the business of the corporation, or commonly applied to or by, or dealt in or with, by persons engaged in any of said businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.

(d) To borrow or raise money for any of it's purposes without limit as to amount; and to make, execute, issue and endorse bonds, debentures, promissory notes or other obligations or evidences or indebtednesses, of any nature and in manner, whether secured or unsecured, for monies borrowed; or, in payment of property acquired; or, for any of the objects or purposes of the corporation; and, to secure the payment of the principal and interest of any such obligations by mortgage, pledge, deed indenture, agreement, instrument of trust, lien upon, assignment of or agreement in respect of, all or any part of the property, real or personal, or the corporation, or all of any of it's rights of interest therein, wheresoever situated, and whether at the time owned or thereafter acquired; and, in such manner and upon such terms as the Board of Directors may deem judicious, to sell or pledge such bonds or obligations, or to discount notes of the corporation for its corporate purposes.

(e) To engage in any other business, or do any and all acts and things incident to, or which the Board of Directors may be deemed necessary to, the carrying out of the success of any business outlined above; to engage in any and every lawful business whatsoever, whether herein mentioned or not.

ARTICLE VI

Authorized Shares

The corporation is authorized to issue 100 shares of common stock having par value of \$1.00 a share.

ARTICLE VII

Directors

The initial board of directors shall consist of one member. The names and addresses of the first board of directors are:

Names

Varghese Maani

Addresses

4100 Gandy Blvd.
Bartow, Florida 33831

ARTICLE VIII

Incorporators

The names and addresses of the incorporators are:

Names

Varghese Maani

Addresses

4100 Gandy Blvd.
Bartow, Florida 33831

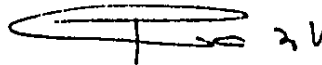
ARTICLE IX

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

ARTICLE X

This corporation shall have power to conduct business in any state or foreign country and to maintain offices there subject to the laws of such jurisdiction.

IN WITNESS WHEREOF, I have executed these articles of incorporation this 8th day of May, 1996.



Varghese Maani, Director

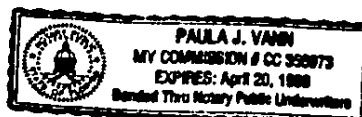
STATE OF FLORIDA
COUNTY OF POLK

Personally appeared before me, the undersigned authority, this day, Varghese Maani, who is personally known to me or has produced a driver's license as identification and who executed the above freely and voluntarily for the purposes therein expressed.

Subscribed and sworn to before me on this 8th day of May, 1996.


NOTARY PUBLIC

My Commission Expires:
My Commission Number is:



STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served and Names and Addresses of the Officers and Directors.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, That, **SUN RAY CATTLE ENTERPRISES, INC.** a corporation duly organized and existing under the laws of the State of Florida, with its principal and registered office, as indicated in the Articles of Incorporation, at City of Bartow, County of Polk, and State of Florida, has named Varghese Maani, located at 4100 Gandy Road, Bartow, Florida 33831, as its agent to accept service of process within the state.

| OFFICERS: | TITLE NAME: | SPECIFIC ADDRESS: |
|----------------|---------------------------------|--|
| Varghese Maani | President/Director Treasurer | 4100 Gandy Road Bartow, Florida 33831 |
| Aleyamma Maani | Vice-President Secretary | 4100 Gandy Road Bartow, Florida 33831 |

By: 

Varghese Maani
Registered Agent

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: 

Varghese Maani
Registered Agent

FILED
JAN 13 1963
CLERK OF COURT
POLK COUNTY, FLORIDA