

O'NEILL & O'NEILL SERVICES
ACCOUNTING & PARALEGAL
POST OFFICE BOX 58975
JACKSONVILLE BEACH, FL 32248-0975
904 - 249-3100

May 27, 1996

P 96000047506

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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Re: A CUT ABOVE MEATS, INC.

Enclosed please find the original and one copy of the Articles of Incorporation of the above referenced corporation, and a check in the amount of \$122.50.

Please file the Articles and return a certified copy to us along with the State charter page.

Thank you,

Karen B. O'Neill

Karen B. O'Neill, President
O'Neill & O'Neill Services, Inc.

5-31-96 10:04
Spoke with
Karen O'Neill -
putting check in
mail today
KR

W-11532

12-01-96 5-10-96
12-01-96 5-10-96
12-01-96 5-10-96

/kbo
Enclosures
cc. A Cut Above Meats, Inc.

BE 6/5

ARTICLES OF INCORPORATION

ARTICLE I - NAME AND LOCATION OF PRINCIPAL OFFICES

The name of this corporation is: A CUT ABOVE MEATS, INC., with initial principal offices located at: 85 E. Sailfish Drive, Atlantic Beach, FL 32233.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of operating a retail sales outlet for food products, primarily meats, or of engaging in any other activity or business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One hundred (100) shares of stock with the par value of One and no one-hundredths dollars (\$1.00) per share, which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this corporation is: Karen B. O'Neill of O'Neill & O'Neill Services, Inc., located at 1009 21st Street North, Jacksonville Beach, FL 32250.

A Certificate and Acceptance of Designated Registered Agent is attached hereto as Exhibit "A".

ARTICLE VII - TAXING STRUCTURE OF CORPORATION

This corporation elects to become a small business concern under Subchapter "S" of the Internal Revenue Code of 1978.

ARTICLE VIII - CORPORATE DIRECTORS

This corporation shall have three (3) Directors constituting the initial Board of Directors, who shall serve in an advisory capacity. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one director nor more than five. The names and addresses of the directors on the initial Board of Directors of the corporation are:

NAME	ADDRESS
Margaret A. Wilson	1739 5th Avenue North Jacksonville Bch, FL 32250
Elizabeth A. Lauder	1068 D Valley Forge Court Atlantic Beach, FL 32233
Gerald J. Lauder	1068 D Valley Forge Court Atlantic Beach, FL 32233

ARTICLE IX - OFFICERS

The officers of the corporation shall be a president, vice-president, secretary and treasurer, who shall be appointed or elected by the Board of Directors as shall be prescribed in the bylaws. The name and street address of each of the initial officers is:

NAME	ADDRESS
Margaret A. Wilson Secretary/Treasurer	1739 5th Avenue North Jacksonville Bch, FL 32250
Elizabeth A. Lauder President	1068 D Valley Forge Court Atlantic Beach, FL 32233
Gerald J. Lauder Vice-President	1068 D Valley Forge Court Atlantic Beach, FL 32233

ARTICLE X - INCORPORATORS

The name and address of each Incorporator signing these articles:

NAME	ADDRESS
Elizabeth A. Lauder	1068 D Valley Forge Court Atlantic Beach, FL 32233

ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 27 day of May 1996.


SIGNATURE OF INCORPORATOR
Elizabeth A. Lauder

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

In compliance with Sections 48.091 and 607.034, Florida
Statutes, the following is submitted:

FIRST, that A CUT ABOVE MEATS, INC., desiring to qualify
under the laws of the State of Florida, with its principal offices
located at 85 E. Sailfish Drive, Atlantic Beach, FL 32233, has
named KAREN B. O'NEILL, of O'Neill & O'Neill Services, Inc., 1009
21st Street North, Jacksonville Beach, FL 32250, as its agent to
accept service of process within the State of Florida.

Dated: May 21, 1996

A CUT ABOVE MEATS, INC.

BY: Elizabeth A. Lauder
ELIZABETH A. LAUDER, President

A C C E P T A N C E

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
performance of my duties.

Karen B. O'Neill
KAREN B. O'NEILL, Registered Agent
A CUT ABOVE MEATS, INC.

EXHIBIT "A"