

P96000052634

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Herman Jaffer  
James A. Cioffi, P.A.  
Patrick A. Rice, P.A.  
Patrick Ciccalose

EFFECTIVE DATE  
6/19/96

CLC/Quinn  
Jaffer, H. Johnson,  
Vogel, & Paffler  
NEW JERSEY OFFICE  
1000, SUITE 200  
P.O. BOX 507  
HAWTHORNE, N.J. 07007  
(201) 423-0100  
NEW YORK OFFICE  
100 BROADWAY, SUITE 2200  
NEW YORK, N.Y. 10030  
(212) 400-7200

June 19, 1996

*Return to  
P12 West*

Attorneys' Title Insurance Fund  
Att: Order Department  
660 East Jefferson Street, Suite 200  
Tallahassee, FL 32301

Re: Meat and Fish Unlimited Inc.

Dear Sir or Madam,

Enclosed please find the original and one copy of the Articles of Incorporation for Meat and Fish Unlimited Inc. along with a check in the amount of \$122.50 payable to the Secretary of State.

Kindly file the Articles and return a copy to us. Please call me with the charter number when you receive it.

Thank you.

Sincerely,

*[Signature]*  
James A. Cioffi  
For The Firm

JAC:jc  
Encl.

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*8/15  
6/20/96*

EFFECTIVE DATE  
6/19/96

ARTICLES OF INCORPORATION

OF

MEAT AND FISH UNLIMITED INC.

The undersigned Incorporator(s), competent to contract, and where required, duly licensed to render the services mentioned in Article II - Purpose, hereby organize and incorporate a business for profit under the laws of the State of Florida.

Article I - Name

The name of the Corporation shall be MEAT AND FISH UNLIMITED INC.

Article II - Purpose

The Corporation is formed to engage in and conduct any activity or business permitted under the laws of the United States and of this State.

Article III - Capital Stock

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000,000 shares of common stock having a nominal or par value of \$1.00 per share. All of said stock shall be issued as fully paid and non-assessable.

The Corporation may restrict the transfer of the shares of its capital stock by any provisions duly recited or referred to on the certificates affected thereby.

Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

The Corporation shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock, upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights.

In the absence of fraud, the judgment of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

#### Article IV - Initial Capital

The Corporation will commence business with not less than \$300.00 of its capital stock fully paid in and issued.

#### Article V - Terms of Existence

This Corporation shall have perpetual existence unless sooner dissolved according to law. Provided other requirements of the law are satisfied, corporate existence shall begin at the time of acknowledgment of these Articles or upon the date of receipt by the Secretary of State if not received by said office within five days of said acknowledgment.

#### Article VI - Address

The principal office of the Corporation shall be 10663 Avenida Santa Ana, Boca Raton, Fl 33498 . The Board of Directors, may, from time to time, move the principal office to any other address in the State of Florida, or establish such branch offices as may be deemed desirable.

#### Article VII - Director(s)

The Corporation shall have not less than one (1) nor more than nine (9) Directors. The number of Directors shall be determined by the Stockholders at their annual meeting.

#### Article VIII - Initial Director(s)

The following are the name(s) and address(es) of the first Board of Directors who shall hold office until their successor(s) is/are elected:

Michael Stuart	10663 Avenida Santa Ana Boca Raton, Fl 33498
Robert Brooks	10663 Avenida Santa Ana Boca Raton, Fl 33498
Marlene Dick	10663 Avenida Santa Ana Boca Raton, Fl 33498

#### Article IX - Incorporator(s)

The following name(s) and address(es) of the Incorporator(s) is/are as follows:

Michael Stuart	10663 Avenida Santa Ana Boca Raton, Fl 33498
Marlene Dick	10663 Avenida Santa Ana Boca Raton, Fl 33498

Article X - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 10663 Avenida Santa Ana, Boca Raton, Florida 33498 and the name of the initial registered agent of this Corporation at that address is Michael Stuart.

Article XI - Amendment

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles in the manner now or hereafter prescribed by law and all rights conferred on Stockholders herein are granted subject to this reservation.

Article XII - Powers

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

IN WITNESS WHEREOF, I/we, the undersigned Incorporator(s), have hereunto set my/our hand(s) and seal(s) this 19 day of June, 1996, for the purpose of forming this Corporation under the laws of the State of Florida and I/we hereby make and cause to be filed in the Office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.


  
Michael Stuart

  
Marlene Dick

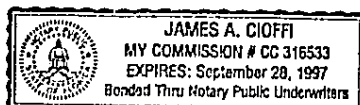
STATE OF FLORIDA                    )  
COUNTY OF PALM BEACH            )

BEFORE ME, the undersigned authority, personally appeared Michael Stuart and Marlene Dick, who are well known to be the person(s) described in and who executed the foregoing instruments and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 19 day of June, 1996.

  
NOTARY PUBLIC  
My Commission Expires: 7/28/97

(N.P. SEAL)



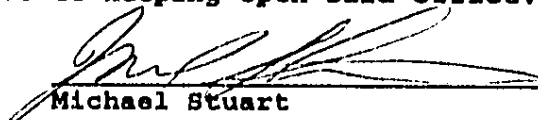
Certificate Designating Place of Business or  
Domicile for the Service of Process within this State,  
Naming Agent upon Whom Process May Be Served

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

That Meat and Fish Unlimited Inc. desires to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Boca Raton, County of Palm Beach, State of Florida, and has named Michael Stuart, at 10663 Avenida Santa Ana, Boca Raton, Florida 33498 as its agent to accept service of process within this State.

Acknowledgment by Designated Agent

Having been named to accept service of process for the above stated Corporation, at the 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.

  
\_\_\_\_\_  
Michael Stuart

FILED  
95 JUL 20 11:37  
CLERK OF DISTRICT COURT  
SOUTH DAKOTA