

O'NEILL & O'NEILL SERVICES
ACCOUNTING & PARALEGAL
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P96000099224

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

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-12/06/96--01033--015
*****70.00 *****70.00

Re: R & R PALM VALLEY MEATS, INC.

Enclosed please find the original Articles of Incorporation for the above referenced corporation, and a check in the amount of \$70.00.

Please file the Articles and return to us your letter of acknowledgment and the corporation's Charter Page.

Thank you,

Karen B. O'Neill

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

FILED
6 DEC -6 PM 1:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

/kbo
Enclosures
cc. R & R PALM VALLEY MEATS, INC.

[Handwritten signature and scribbles]
12/9

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME AND LOCATION OF PRINCIPAL OFFICES

The name of this corporation is: R & R PALM VALLEY MEATS, INC., with initial principal offices located at: 10953 Beckley Place, Jacksonville, FL 32246.

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 retail sales of 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 - CORPORATE DIRECTORS

This corporation shall have two (2) 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
Rogelio Perez	10953 Beckley Place Jacksonville, FL 32246
Robert J. Garcia	RR04 Box 3666 Bayamon, PR 00956

ARTICLE VIII - 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
Rogelio Perez President	10953 Beckley Place Jacksonville, FL 32246
Millissa S. Perez Treasurer	10953 Beckley Place Jacksonville, FL 32246
Robert J. Garcia Vice-President	RR04 Box 3666 Bayamon, PR 00956
Johanna Garcia Secretary	RR04 Box 3666 Bayamon, PR 00956

ARTICLE IX - INCORPORATORS

The name and address of each Incorporator signing these articles:

NAME	ADDRESS
Rogelio Perez	10953 Beckley Place Jacksonville, FL 32246

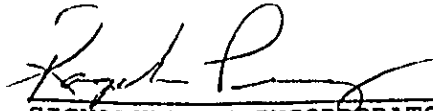
ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - 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 4th day of December 1996.



SIGNATURE OF INCORPORATOR
Rogelio Perez

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 R & R PALM VALLEY MEATS, INC., desiring to
qualify under the laws of the State of Florida, with its principal
offices located at 10953 Beckley Place, Jacksonville, FL 32246,
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: December 04, 1996

R & R PALM VALLEY MEATS, INC.

BY: *Rogelio Perez*
ROGELIO PEREZ, 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
R & R PALM VALLEY MEATS, INC.

EXHIBIT "A"

96 DEC -6 PM 1:33
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA