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Crestview, Florida 32536

*Also admitted in Alabama

Mark H. Welton*
Gary E. Lundy, Associate Attorney
Nancy Andujar, Paralegal Specialist

January 17, 1997

*Blessed is the man that
walketh not in the counsel of the
ungodly... But his delight
is in the Law of the Lord.
Psalms 1:1,2*

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(904) 682-0102
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Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**Re: RBP Meats, Inc.
Articles of Incorporation**

400002065994--8
-01/23/97--01050--010
*****70.00 *****70.00

Dear Madam or Sir:

Enclosed please find the original Articles of Incorporation and Designation of Registered Agent for service of process on the above-captioned corporation. It is our wish that the corporate existence of the corporation begin on as soon as filed.

Please process these documents accordingly and return the certificate to the above address.

Included herewith is a check in the amount of \$70.00 to cover the Filing Fee.

Sincerely,

Mark H. Welton

Enclosures

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TALLAHASSEE, FLORIDA

F. 01-23-97

JAN 29 1997

ARTICLES OF INCORPORATION

of

RBP MEATS, INC.

"A Pioneer meat packing company"

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is:

RBP MEATS, INC.

"A Pioneer meat packing company"

ARTICLE TWO

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is Holt Industrial Park, Holt, Florida 32564. The mailing address of the corporation is 5713 Seminole Drive, Crestview, Florida 32536.

ARTICLE THREE

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of providing a service of being a pioneer in the meat packing industry.
2. To serve growers in the business of raising and breeding Ratites.
3. As an alternative to the above purposes, to service those farmers raising Beef & Pork when production time warrants the additional processing.
4. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.
5. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE FIVE

CAPITALIZATION

The aggregate number of Common shares which the corporation is authorized to issue is 100,000 shares. Such shares shall be of two classes, Class A Common shares and Class B Common shares.

The holders of Class A Common shares shall have exclusive voting power except as may be provided to holders of the Class B Common shares as follows:

1. With respect to the election of directors, the holders of Class B Common shares voting as a separate class shall be entitled to elect that number of directors which constitutes ten percent, of the authorized number of members of the Board of Directors and, if such ten percent is not a whole number, then the holders of Class B Common shares shall be entitled to elect the nearest higher whole number of directors that is at least ten percent of such membership. Holders of Class A Common shares voting as a separate class, shall be entitled to elect the remaining

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directors.

2. The holders of Class B Common shares shall be entitled to vote as a separate class on the removal, with or without cause, of any director elected by the holders of Class B Common shares, and the holders of Class A Common shares shall be entitled to vote as a separate class on the removal, with or without cause, of any director elected by the holders of Class A Common shares; provided that any director may be removed for cause by vote of the holders of the Class B and Class A Common shares voting as a single class, in which event the holders of Class B Common shares shall have one-tenth vote per share and the holders of Class A Common shares shall have one vote per share.

3. The holders of the Class B Common shares and the holders of the Class A Common shares shall be entitled to vote as separate classes on such other matters as may be required by law or these Articles of Incorporation to be submitted to such holders voting as separate classes.

4. The holders of Class B and Class A Common shares shall in all matters not specified in paragraph 1, 2, or 3 of this Article Five, vote together as a single class provided that the holders of Class B Common shares shall have one-tenth of a vote for each share and the holders of Class A Common shares shall have one vote for each share.

5. Any vacancy in the office of a director elected by the holders of the Class B Common shares may be filled by a vote of such holders voting as a separate class and any vacancy in the office of a director elected by the holders of the Class A Common shares may be filled by a vote of such holders voting as a separate class, and in the absence of a stockholder vote, in the case of a vacancy in the office of a director elected by either class, such vacancy may be filled by the remaining directors as provided in the By-Laws. Any director elected by the Board of Directors to fill a vacancy shall serve until the next annual meeting of the stockholders and until his or her successor has been chosen and has qualified. If permitted by the By-Laws, the Board of Directors may increase the number of directors and any vacancies so created may be filled by the Board of Directors. However, as long as the holders of Class B Common shares have the rights provided in paragraphs 1 and 5 of this Article in respect to their representation on the Board of Directors, they shall have the right to replace any appointed Director or Directors as such an increase dictate to maintain a ten percent representation on the Board, pursuant to this Article. Such a vote shall take place at the next annual meeting of the Class B Common stockholders. The Board of Directors may be so enlarged by the Board of Directors only to the extent that at least ten percent, of the enlarged Board consists of directors elected by the holders of the Class B Common shares or by persons appointed to fill vacancies created by the death, resignation, or removal of persons elected by the holders of the Class B Common shares.

6. The Class B Common shares will not have the rights to elect directors set forth in paragraphs 1 and 5 of this Article if, on the record date for any stockholder meeting at which directors are to be elected, the number of Class B Common shares represented at such meeting is less than fifty percent of the aggregate number of issued and outstanding Class B Common shares. In such case, all directors to be elected at such meeting shall be elected by holders of Class A Common shares.

7. At any time and from time to time when authorized by resolution of the Board of Directors and without any action by its stockholders, the corporation may issue or sell any shares of its capital stock of any class, whether out of the unissued shares authorized by the articles of incorporation of the corporation as originally filed or by any amendment of the articles, or out of shares of its stock acquired after the issue, and whether or not the shares so issued or sold shall confer upon the holders of them the right to exchange such shares for other shares of stock of the corporation of any class or classes. The corporation may receive in payment, in whole or in part, for any shares of its stock issued or sold by it, any tangible or intangible property or benefit to the corporation including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation. In the absence of actual fraud in the transaction, the determination of the directors of the corporation as to the adequacy of the consideration received or to be received for shares shall be conclusive.

8. The corporation shall have authority to issue new shares of its Class A Common shares only within the guidelines contained herein.

- A. The corporation shall not issue more than ten percent of the outstanding Class A Common shares to any purchaser who is not an incorporator, nor more than fifteen percent of the outstanding Class A Common shares to an incorporator.
- B. **By definition any Class A Common shares can only be sold by the corporation.** Any sale of a Class A Common shares by a shareholder to another, shall immediately convert such Class A Common share to a Class B Common share.
- C. The rights of any given shareholder as to their voting ability, shall be determined by the Class of the stock on the date the vote is called.

The purpose for this article will limit the control of this corporation to those purchasers of Class A Common shares, and that a Class A Common shareholder shall never exceed fifteen percent of the outstanding Class A Common shares, when purchased by an incorporator, or ten percent when purchased by other than an incorporator. Each Class A Common Shareholder shall have the right to maintain his/her percentage ownership as indicated in Article Eight.

ARTICLE SIX

MANAGEMENT OF CORPORATION BY A BOARD OF DIRECTORS

There shall be elected a Board of Directors for the purpose of running the corporation, consisting of five directors who shall serve a five year term of office. The initial Directors named in these articles shall serve an initial term as indicated below:

Kenneth A. Windsor
Marvin W. Sasser

A term of seven years
A term of six years

Jerry M. Mitchem	A term of five years
B. N. Armstrong	A term of five years
Dennis C. Cooper	A term of six years

This will cause the election of directors to be staggered, allowing two directors to be elected every five years with the exception of one year, in which only one director shall be elected. This director shall be elected by the Class B Common shareholders in their own respective meeting called by the corporation. Should the corporation ever choose to enlarge the number of directors resulting in an increase in the number of directors elected by the Class B Common shares, that position will be temporarily filled by the existing Board of Directors. Such Director or Directors shall be replaced as indicated in Article Five, Section Five.

ARTICLE SEVEN

POWERS TO AMEND ARTICLES OR ESTABLISH BY-LAWS

The power to adopt, alter, or amend or repeal the Articles of Incorporation shall be vested in the Board of Directors, by not less than unanimous vote of the existing board at the time of the proposed amendment, or in the Class A and B Common shares by not less than 3/5th of the Class A and a majority of the Class B Common shares.

The power to adopt, alter, or amend or repeal the By-Laws shall be by not less than a majority of the Board of Directors or a majority of the Class A and Class B Common Shares.

ARTICLE EIGHT

PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for any consideration of any new stock issues of this corporation, of the same kind, class or series as that which he or she already holds, shall have the right to purchase a pro-rata share thereof at the same price it is offered to others. The provisions of this Article must be first subject to the rights of the incorporators as indicated in Article Ten.

ARTICLE NINE

ACTION BY WRITTEN CONSENT

Any action required by law, the Articles of Incorporation, or the By-Laws of this corporation to be taken at any annual or special meeting of the Shareholders of the corporation or any action which may be taken at any annual or special meeting of such Shareholders, must be taken or considered by the respective authority, whether by the Board of Directors or the Shareholders at the annual or special meeting.

ARTICLE TEN

INCORPORATORS

The names of the persons signing these Articles of Incorporation are:

Kenneth A. Windsor
Marvin W. Sasser
Jerry M. Mitchem
B. N. Armstrong
Dennis C. Cooper

The incorporators reserve the right to issue additional Class A Common shares, and to make future offerings, such that the Incorporators have reserved the right to purchase up to their respective fifteen percent of the Class A Common shares.

ARTICLE ELEVEN

INITIAL REGISTERED OFFICE AND AGENT

The initial office and registered agent of this corporation is as follows:

MARK WELTON & ASSOCIATES, P.A.
1078 South Ferdon Blvd. Suite B
Crestview, Florida 32536

ARTICLE TWELVE

RESTRICTION OF TRANSFER OF STOCK

Shares of capital stock of this corporation shall contain a provision restricting the transfer of said shares which provides that shares held by any shareholders may not be resold or otherwise transferred to another person(s) or entity, unless such shares are first offered to this corporation or to the remaining shareholders, with the corporation having the first right of refusal. The price and terms at which and the time within which such shares may be offered and sold, shall be the book value as determined by the acting CPA of the corporation and the time shall be 60 days for purchase from the date the selling Shareholder gives written notice to the corporation and shareholders. Should the corporation or any Shareholder fail to meet the terms, within the time and price, after receiving written notice from the selling Shareholder, his/her/their failure shall be treated as a waiver of his/her/their first right of refusal.


ARTICLE THIRTEEN


AMENDMENTS

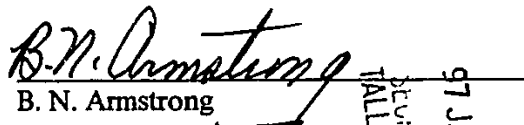
The Shareholders shall have the power to alter, amend, or repeal provisions of these articles as indicated in Article Eight.


IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation, this 17 day of January, 1997


Kenneth A. Windsor


Marvin W. Sasser


Jerry M. Mitchem

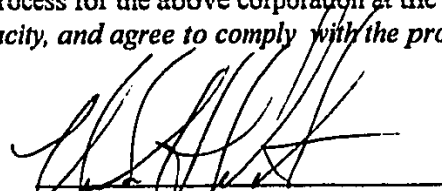

B. N. Armstrong


Dennis C. Cooper

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation at the above listed address. *I hereby consent to act in the capacity, and agree to comply with the provisions of the law relative to the registered agent.*


Mark Welton, Esquire