

P97000045025

29 APRIL 97

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

400002188384--4
-05/22/97--01083--019
*****70.00 *****70.00

Re: KINNARD & ASSOCIATES, INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$70.00.

This represents the cost of the Filing Fees and Fee for Registered Agent Designation for the above named corporation.

Very truly yours



Richard D. Danley

KINNARD & ASSOCIATES, INC.
c/o Richard D. Danley
3501 13th Street
St. Cloud, FL 34769

(407) 892-1002

FILED
97 MAY 19 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 5/21/97

FILED
97 MAY 19 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

KINNARD & ASSOCIATES, INC.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLES I - CORPORATE NAME & ADDRESS

The name of the Corporation is:

KINNARD & ASSOCIATES, INC.
2030 PEACHTREE BLVD.
ST. CLOUD, FL. 34769

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED THOUSAND shares (100,000) of ONE Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

VICKI KINNARD
2030 PEACHTREE BLVD.
ST. CLOUD, FL. 34769

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The

names and addresses of the initial director(s) of the corporation are as follows:

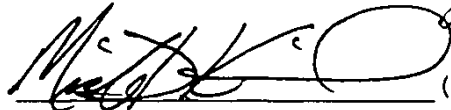
MICHAEL KINNARD
2030 PEACHTREE BLVD.
ST. CLOUD, FL 34769

ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

MICHAEL KINNARD
2030 PEACHTREE BLVD.
ST. CLOUD, FL 34769

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 14 day of May, 1997.

 (Seal)

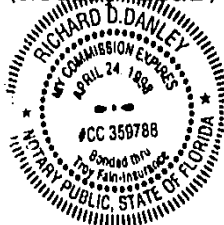
STATE OF FLORIDA)

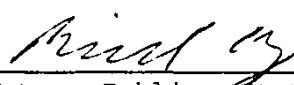
COUNTY OF OSCEOLA)

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MICHAEL KINNARD known to me or who has produced His Drivers License # K 563-544-56-217 as identification, and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 14 day of May, 1997.

(Notary Seal)




(Notary Public, State of
Florida at Large)

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

KINNARD & ASSOCIATES, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.034
the following is submitted:

The above corporation, desiring to organize under the
State of Florida with its registered office as indicated
in the Articles of Incorporation at:

2030 PEACHTREE BLVD.
ST. CLOUD, FL. 34769

has named VICKI KINNARD location at the aforesaid
address, as its Registered Agent to accept service of
process within this state.

ACKNOWLEDGMENT

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 Florida Law in
keeping open said office.

Vicki Kinnard
(Registered Agent)

FILED
97 MAY 19 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PA7000045026

JAMES A. GRANOSKI, P.A.
ATTORNEY AT LAW

207B THE OFFICE PARK
2477 STICKNEY POINT ROAD
SARASOTA, FLORIDA 34231
TELEPHONE: (941) 923-3811
TELEFAX: (941) 923-9887

ADMITTED TO PRACTICE IN FLORIDA, VIRGINIA, WASHINGTON, D.C.

May 15, 1997

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

100002183401--4
-05/19/97--01133--005
***122.50 ***122.50

Re: Odyssey Emu Farms, Inc.

Dear Sir or Madam:

I have enclosed for your review and filing the original and two copies of the Articles of Incorporation for **Odyssey Emu Farms, Inc.** and a check in the amount of \$122.50 payable to the Florida Department of State for the following:

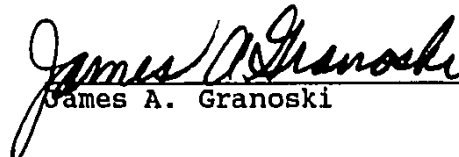
Filing Fee, for articles of Incorporation, F.S. 607.0122(1)	\$35.00
Filing Fee, for Resident Agent F.S. 607.0122(7)	35.00
Certified Copy, F.S. 607.0122(23)	<u>52.50</u>
TOTAL	\$122.50

Please return a copy of the Certificate of Incorporation to me in the enclosed self-addressed, stamped envelope.

Thank you for your attention to and cooperation in this matter.

Very truly yours,

JAMES A. GRANOSKI, P.A.


James A. Granoski

Enclosures

(C:\CORP\MELLOND\BPT STATE LETTER)

9/5/21/97

Effective Date -

5/12/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY 13 10:00 AM

ARTICLES OF INCORPORATION
OF
ODYSSEY EMU FARMS, INC.

The undersigned, acting as incorporator of Odyssey Emu Farms, Inc., under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME AND PRINCIPAL OFFICE

Odyssey Emu Farms, Inc.
1283 Ranchero Drive
Sarasota, FL 34240

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence five days before the date of filing of these Articles of Incorporation.

ARTICLE III. DURATION

The corporation will have a perpetual existence.

ARTICLE IV. PURPOSE

The general purpose or purposes for which the corporation is organized are as follows:

(a) To engage in every aspect and phase of the Emu Farming business.

(b) To transact any or all other lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 20 shares of common stock having a par value of \$0.10 (ten cents) per share. The

consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. PREEMPTIVE RIGHTS

Each holder of common stock of this corporation shall have the first right (subject to adjustments to avoid the issue of fractional shares) to purchase shares of common stock of this corporation that from time to time may be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares of common stock held at the time of the issue bears to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty days of his receipt of a written notice from the corporation inviting him to exercise the right. A holder of common stock shall not have, solely because of his holdings of common stock, a right to purchase shares of preferred stock that may be issued.

A holder of preferred stock shall not have, solely because of his holdings of preferred stock, a right to purchase shares of any class that may be issued by the corporation.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1283 Ranchero Drive, Sarasota, FL 34240, and the

name of the corporation's initial registered agent at that address is Darryl H. Mellon.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Darryl H. Mellon	1283 Ranchero Drive Sarasota, FL 34240

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Darryl H. Mellon	1283 Ranchero Drive Sarasota, FL 34240

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by

the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned, as president, director and incorporator, has executed these Articles of Incorporation this 12 day of May, 1997.

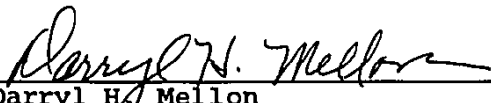

Darryl H. Mellon

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That **Odyssey Emu Farms, Inc.**, desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, at 1283 Ranchero Drive, Sarasota, FL 34240, has named **Darryl H. Mellon**, located at that address, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.


Darryl H. Mellon

(C:\CORP\MELLON\ARTICLE3.JNC)

FILED
SECRETARY OF STATE
OFFICE OF THE
CLERK OF THE
COURT