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28 July 1997

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

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-07/29/97--01008--006
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Re: Arnies Smoked Meats, Inc.

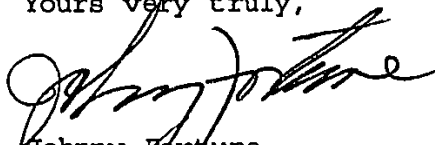
Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Articles of Incorporation of this proposed corporation.

Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it.

A check is also enclosed to cover the \$35.00 filing fee, the \$52.50 certified copy fee, and the \$35.00 registered agent designation fee.

Yours very truly,


Johnny Fortune
JF/dvb
Enclosures as stated

FILED
97 JUL 29 AM 9:44
TALLAHASSEE, FLORIDA
SECRET



ARTICLES OF INCORPORATION
OF
ARNIES SMOKED MEATS, INC

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is ARNIES SMOKED MEATS, INC. (hereinafter referred to as the "Corporation").

ARTICLE II - DURATION

This Corporation shall exist perpetually, commencing upon the filing of the Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of meat processing for wholesale and retail sales, and for the purpose of transacting any or all other lawful business not inconsistent with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address and mailing address of the initial registered office of this corporation is 517 Arnies Lane, Holt, FL 32564, and the initial registered agent for this Corporation at that address is: Gary K. Arnold. The principal address and registered office address of this corporation are the same.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the by-laws of the corporation, but shall never be less than one. The name and address of the initial director of this Corporation are:

Gary K. Arnold
517 Arnies Lane
Holt, FL 32564

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Gary K. Arnold
517 Arnies Lane
Holt, FL 32564

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

It is the intent of this charter that the Directors may sell the capital stock of this Corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code.

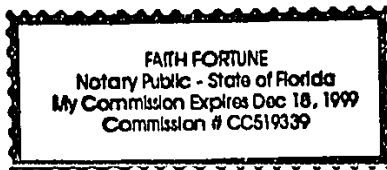
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28 day of July, 1997.


GARY K. ARNOLD

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 28th day of July, 1997, by GARY K. ARNOLD, who is personally known to me or who has produced _____ as identification.


NOTARY PUBLIC

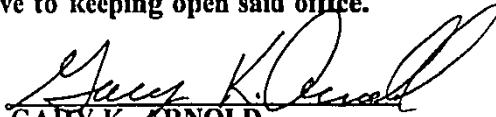


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of § 607.0505, Florida Statutes (1989), the following is submitted in compliance with said Act.

First--That ARNIES SMOKED MEATS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Holt, County of Okaloosa, State of Florida, has named GARY K. ARNOLD as its agent to accept service of process within the State of Florida.

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.


GARY K. ARNOLD
Resident Agent

FILED
97 JUL 29 PM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA