

P97000072408

Jeff Thompson
P.O. Box 638

Peabody, IL 63476

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Big Lake Farms, Inc.
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

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DIVISION OF CORPORATIONS
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

8-21-97

ARTICLES OF INCORPORATION

OF

BIG LAKE FARMS, INC.

The undersigned, acting as Incorporator and desiring to form a corporation for profit pursuant to the Florida Business Corporation Act adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of this corporation is **Big Lake Farms, Inc.**

ARTICLE II
ADDRESS OF PRINCIPAL OFFICE

The principal office and street address of this corporation is 1798 East Main Street, Pahokee, Florida 33476.

ARTICLE III
DURATION

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

ARTICLE IV
GENERAL PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V
CAPITAL STOCK

This corporation is authorized to issue one thousand (100) shares of capital stock, which shall be designated Common Shares with a par value of One and No/100 Dollars (\$ 1.00) each.

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ARTICLE VI
PREEMPTIVE RIGHTS

A. The shareholders of the corporation shall have a preemptive right , granted on uniform terms and conditions prescribed by the board of directors to provide a fair and reasonable opportunity to exercise the right, to acquire proportional amounts of the corporation's unissued Common Shares upon the decision of the board of directors to issue them. For purposes of this Article, "Common shares" include a security convertible into or carrying a right to subscribe for or acquire Common shares.

B. Notwithstanding the foregoing, no Shareholder shall have preemptive rights with respect to:

1. Common Shares issued as compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;
2. Common Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;
3. Common Shares authorized in these articles of incorporation that are issued within six months from the effective date of incorporation; or
4. Common Shares sold otherwise than for money.

C. Common Shares subject to preemptive rights that are not acquired by shareholders may be issued to any person for a period of one year after being offered to shareholders at a consideration set by the board of directors that is not lower than the consideration set for the exercise of preemptive rights. An offer at a lower consideration or after the expiration of one year is subject to the shareholders' preemptive rights.

ARTICLE VII
PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1798 East Main Street, Pahokee, Florida, and the name of the initial registered agent of this corporation at that address is Joseph L. Thompson. The mailing address of the registered agent is 1798 East Main Street, Pahokee, Florida 33476.

ARTICLE VIII
BOARD OF DIRECTORS

A. This corporation shall have two (2) directors initially.

B. The number of directors of this corporation may be increased or decreased from time to time pursuant to the corporation's By-Laws, but shall never be less than one (1).

C. The name and address of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

Joseph L. Thompson	Sherrill A. Thompson
1798 East Main Street	1798 East Main Street
Pahokee, Florida 33476	Pahokee, Florida 33476

ARTICLE IX
INCORPORATOR

The name and address of the Incorporator of this corporation is:

Joseph L. Thompson
1798 East Main Street
Pahokee, Florida 33476

ARTICLE X
BY-LAWS

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.


ARTICLE XI
INDEMNIFICATION

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850 (1) and (2) of the Florida Statutes), as the same may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, as to action while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall also apply as to action while an officer, director, employee or agent of the corporation by a person who has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person.

ARTICLE XII
AMENDMENT

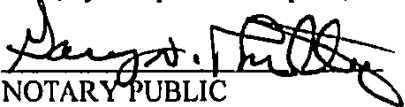
The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles at Pahokee, Florida, this the 18th day of August, 1997.


Joseph L. Thompson
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this the 18th day of August, 1997, by Joseph L. Thompson, who is personally known to me.


NOTARY PUBLIC
Gary N. Phillips
My Commission Expires 09/05/1998
Commission Number: CC404813

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

REGISTERED AGENT:


Joseph L. Thompson
August 18, 1997

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