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PLEASE REPLY TO

ST. PETERSBURG OFFICE
2100 BARNETT TOWER
ONE PROGRESS PLAZA
POST OFFICE BOX 2245
ST. PETERSBURG, FLORIDA 33731-2245
TELEPHONE (813) 898-7474
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Tampa

August 29, 1997

VIA FEDEX

Secretary of State
State of Florida
The Capitol
Tallahassee, Florida 32301

Re: Southern Mallet Farms, Inc.

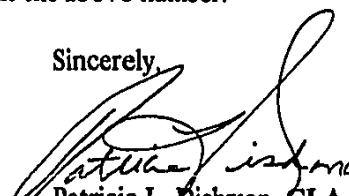
Dear Madam or Sir:

Enclosed for filing please find an original and one copy of Articles of Incorporation for the above-captioned corporation, together with \$122.50 check payable to the Secretary of State, State of Florida.

Please file the Articles of Incorporation, certify the copy and return the certified copy to our office at your earliest opportunity.

Thank you for your assistance in this matter. If you have any questions or need anything further, please contact the undersigned, collect, at the above number.

Sincerely,


Patricia L. Dishman, CLA
Legal Assistant

PLD\njd
Enclosures
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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D. BROWN SEP - 3 1997

**ARTICLES OF INCORPORATION
OF
SOUTHERN MALLET FARMS, INC.**

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DIVISION OF CORPORATIONS
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ARTICLE I
Name

The name of this corporation shall be: SOUTHERN MALLET FARMS, INC.

ARTICLE II
Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be: 4131 W. Waters Avenue, Tampa, FL 33614.

ARTICLE III
Business and Purposes

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

(a) to engage in the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act;

(b) to invest in real estate, mortgages, stocks, bonds or any other type of investments;

(c) to engage in any lawful enterprise, whether commercial, industrial or agricultural, calculated or designed to be profitable to the corporation;

(d) to generally engage in, do and perform any enterprise, act, or vocation that a natural person might or could do or perform;

(e) to manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, or invest, trade, deal in and deal with, goods, wares, merchandise and real and personal property of every class and description;

(f) to purchase, lease and hold real and personal property and any and every estate and interest therein and choses in action secured thereby; to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to loan money upon such property and to take mortgages and assignments of mortgages on the same; and, to transact all or any other business which may be necessary, incidental or proper to the exercise of any or all of the aforesaid purposes of this corporation;

(g) to borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purposes; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times secured by mortgage or otherwise;

(h) to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds issued by, or evidences of indebtedness created by, any other corporation or corporations, and while owning said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

(i) to purchase, sell and transfer shares of its own capital stock;

(j) to acquire, enjoy, utilize and to dispose of patents, copyrights, trademarks and any licenses or other rights or interests therein and thereunder; and

(k) in general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of Florida upon corporations formed under the business corporation acts of the State of Florida, and any amendments thereto, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE IV **Capital Stock**

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in

promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V **Existence of Corporation**

This corporation shall have perpetual existence.

ARTICLE VI **Registered Office and Registered Agent**

The initial registered office of this corporation shall be located at 4131 W. Waters Avenue, Tampa, FL 33614, and the initial registered agent of this corporation at such office shall be Gregory N. Hinkson. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII **Board of Directors**

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII
Initial Board of Directors

The initial Board of Directors of this corporation shall consist of two members, such members to hold office until his successor has been duly elected and qualified. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Gregory N. Hinkson	4131 W. Waters Avenue Tampa, FL 33614
Frank A. Grimes	4131 W. Waters Avenue Tampa, FL 33614

ARTICLE IX
Incorporators

The name and street addresses of the incorporators making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Gregory N. Hinkson	4131 W. Waters Avenue Tampa, FL 33614
Frank A. Grimes	4131 W. Waters Avenue Tampa, FL 33614

ARTICLE X
By-Laws

1. The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

2. The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI
Amendment of Articles of Incorporation


This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

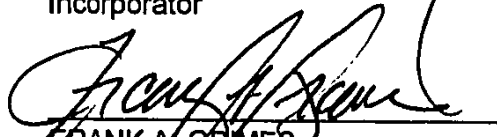
ARTICLE XII
Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

* * *

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.


GREGORY N. HINKSON,
Incorporator

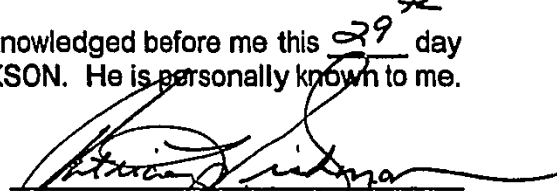

FRANK A. GRIMES,
Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

THE FOREGOING INSTRUMENT was acknowledged before me this 29th day
of August, 1997, by GREGORY N. HINKSON. He is personally known to me.

(Affix Seal)


Print Name: Patricia L. Dishman
Notary Public - State of Florida
My Commission Expires: _____
My Commission No.: _____



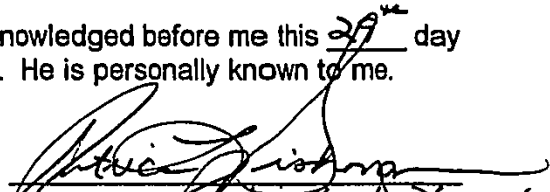
PATRICIA L. DISHMAN
My Commission CC367747
Expires May. 13, 1998
Bonded by ANB
800-852-5878

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

THE FOREGOING INSTRUMENT was acknowledged before me this 29th day
of August, 1997, by FRANK A. GRIMES. He is personally known to me.

(Affix Seal)


Print Name: Patricia L. Dishman
Notary Public - State of Florida
My Commission Expires: _____
My Commission No.: _____



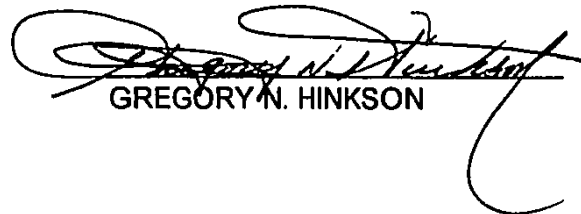
PATRICIA L. DISHMAN
My Commission CC367747
Expires May. 13, 1998
Bonded by ANB
800-852-5878

**SOUTHERN MALLET FARMS, INC.
ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned, Gregory N. Hinkson, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. *The undersigned is familiar with and accepts the duties and obligations of* Section 607.0501, Florida Statutes.

DATED this 29th day of August, 1997.


GREGORY N. HINKSON