

097000089650



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 568710 6099A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 17, 1997

ORDER TIME : 11:15 AM

ORDER NO. : 568710-005

CUSTOMER NO: 6099A

CUSTOMER: Martin V. Katz, Esq
MOYLE FLANIGAN KATZ FITZGERALD
& SHEEHAN
625 N. flagler Drive, 9th Floor
P. O. Box 3888
West Palm Beach, FL 33401

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-10/17/97--01081--025
****122.50 ****122.50

DOMESTIC FILING

NAME: HANLEY & HILL AVIARIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

FILED
97 OCT 17 PM 2:03
TALLAHASSEE, FLORIDA

SN OCT 17 1997

RECEIVED
57 OCT 17 PM 2:14
THE UNITED STATES
CORPORATION

**ARTICLES OF INCORPORATION
OF
HANLEY & HILL AVIARIES, INC.**

FILED
97 OCT 17 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be Hanley & Hill Aviaries, Inc. (the "Corporation").

ARTICLE II

Mailing Address

The mailing address of the Corporation is 16140 E. Sycamore Drive, Loxahatchee, Florida 33470.

ARTICLE III

Purpose

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.
- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Cent (\$0.01) par value common stock.

ARTICLE V

Preemptive 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

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 16140 E. Sycamore Drive, Loxahatchee, Florida 33470, and the name of the initial registered agent of this Corporation at that address is Bonnie J. Hanley.

ARTICLE VIII

Board of Directors

This Corporation shall have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial directors of this Corporation are as follows:

Barbara R. Hill

8088 Nashua Dirve
Palm Beach Gardens, Florida 33418

Bonnie J. Hanley

16140 E. Sycamore Drive
Loxahatchee, Florida 33470

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

Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI

Incorporator

The name and address of the person signing these Articles is as follows: Barbara R. Hill.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16th day of October, 1997.

Barbara R. Hill
Barbara R. Hill, Incorporator

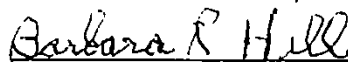
CERTIFICATE DESIGNATING PLACE OF BUSINESS

OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA.

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

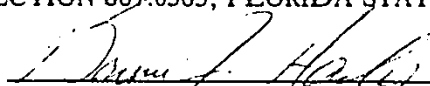
THAT HANLEY & HILL AVIARIES, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS INITIAL REGISTERED OFFICES AT 16140 E. SYCAMORE DRIVE, LOXAHATCHEE, FLORIDA 33470 HAS NAMED BONNIE J. HANLEY, LOCATED AT 16140 E. SYCAMORE DRIVE, LOXAHATCHEE, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



BARBARA R. HILL, Incorporator
October 16, 1997
(Date)

1997 OCT 17 PM 2:01
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, INCLUDING THE PROVISIONS OF SECTION 607.0505, FLORIDA STATUTES.



BONNIE J. HANLEY, Registered Agent
October 16, 1997
(Date)