

P97000104585

December 2, 1997

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

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-12/11/97--01052--005
*****78.75 *****78.75

SUBJECT: Clay-Oven Chicken Corp.

Enclosed is an original and one (1) copy of the Articles of Incorporation for Clay-Oven Chicken Corp. and a check for \$78.75 for Filing Fee & Certificate.

FROM: Dr. Raj T. Rajan
5622 Marine Parkway-Suite 16
New Port Richey, FL 34652-4330

Any questions regarding this corporation may be directed to Dr. Raj T. Rajan,
at (813) 849-2600.

FILED
97 DEC 11 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Cindy GAVE
AUTHORIZATION BY PHONE TO
CORRECT PRIN. address
DATE 12/12/97
DOC. EXAM. mc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

CLAY-OVEN CHICKEN CORP.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on Corporations pursuant to the provisions thereof, and do hereby make, subscribe, certify and acknowledge and file these Articles of Incorporation.

ARTICLE I - CORPORATE NAME

The name of the corporation shall be: CLAY-OVEN CHICKEN CORP.

ARTICLE II - PERIOD OF EXISTENCE

The period during which the corporation shall continue is perpetual.

ARTICLE III - REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 5622 Marine Parkway-Suite 16, New Port Richey, FL 34652-4330 and the name of the initial registered agent therein and in charge thereof, upon whom process against the Corporation may be served, is Dr. Raj T. Rajan. This is also the Principal office address.

ARTICLE IV - PURPOSE

The purpose of the Corporation is to engage in any or all lawful business for which corporations may be organized under the provisions of the Florida Business Corporation Act.

ARTICLE V - SHARES

The total authorized capital stock of the Corporation is One Hundred (100) shares having a Par Value of NONE. All or any part of said shares may be issued by the Corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

ARTICLE VI - DIRECTORS

The corporation shall be authorized to conduct business with one (1) or more directors; the beginning number of directors shall be Two (2) in number, which number may be changed at any special or general meeting of the stockholders. The name and address of the first board of directors is;

NAME

ADDRESS

Dr. Raj T. Rajan

5622 Marine Pkwy., New Port Richey, FL 34652

Dr. M. B. Rao

3295 Commercial Way, Spring Hill, FL 34606

ARTICLE VII - INCORPORATOR(S)

The name and address of the incorporator to these articles is:

Dr. Raj T. Rajan

5622 Marine Parkway-Suite 16

New Port Richey, FL 34652-4330

ARTICLE IX - INDEMNITY

Directors of the Corporation shall not be liable to either the Corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes: (1) a directors duty of loyalty to the Corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

The undersigned incorporator has executed these Articles of Incorporation this

5th day of DECEMBER, 1997.

A handwritten signature in dark ink, appearing to be "B. B. B.", written over a horizontal line.

Signature

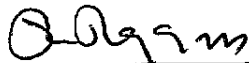
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Clay-Oven Chicken Corp.
2. The name and address of the registered agent and office is:

Dr. Raj T. Rajan
5622 Marine Parkway-Suite 16
New Port Richey, FL 34652-4330

Having been named as registered agent and to accept service of process for the above stated corporation the place designated in this certificate, 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.



Signature

12/5/92

Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA