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December 10, 1997

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-12/11/97--01047--015
*****122.50 *****122.50

Re: Articles of Incorporation for
Country Boys Packers, Inc.

Dear Madame/Sir:

I am enclosing two original Articles of Incorporation for Country Boy Packers, Inc. Enclosed is my firm's check in the amount of \$122.50.

Please return a signed original and a certified copy back to us.

Thank you for your assistance and cooperation.

Very truly yours,

Louis V. Vendittelli

Louis V. Vendittelli

LVV/ebr

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 11 AM 11:28

**ARTICLES OF INCORPORATION
OF**

COUNTRY BOYS PACKERS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 11 AM 11:29

ARTICLE I - NAME

The name and mailing address of this Corporation is Country Boys Packers, Inc., 220 S. Flagler Avenue, Homestead, Florida 33030.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of filing these Articles of Incorporation.

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of stock (.01 cents) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent is Sheehe & Vendittelli, P.A., One Biscayne Tower - Suite 1684, 2 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to

time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Thomas R. Chambers	220 S. Flagler Avenue Homestead, Florida 33030
Lanier M. Porter	10 N.E. 18th Street Homestead, Florida 33030

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is Louis V. Vendittelli, Simmons Hart & Sheehe, One Biscayne Tower - Suite 1684, 2 South Biscayne Boulevard, Miami, Florida 33131

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10th day of December, 1997.



Louis V. Vendittelli, Incorporator

STATE OF FLORIDA)
)
COUNTY OF DADE)

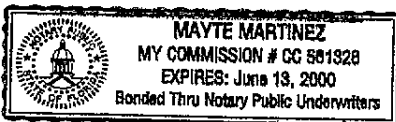
Before me, a Notary Public authorized in the State and County set forth above, personally appeared Louis V. Vendittelli, Esq., who is personally known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of Country Boys Growers, Inc., and he acknowledged before me that he executed those Articles of Incorporation and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hands and affixed my official seal, in the State and County aforesaid, this 10th day of December, 1997.

Mayte Martinez
Notary Public, State of Florida
at Large

My Commission Expires:

Mayte Martinez
Printed name of Notary Public

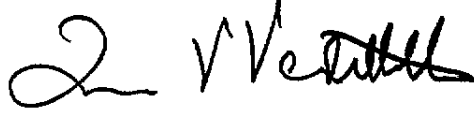


ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 10TH DAY OF DECEMBER, 1997.

SHEEHE & VENDITTELLI, P.A.

By: 

LOUIS V. VENDITTELLI, ESQ.
for Sheehe & Vendittelli, P.A.
(Registered Agent)

(Corporate Seal)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 11 AM 11:29