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FLORIDA DIVISION OF CORPORATIONS

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FROM: DANIEL HICKS, P.A.
075061003325
CONTACT: SHEILA HOWARD
PHONE: (352)351-3353
(352)351-8054

ACCT#:

FAX #:

NAME: RIGHT TIME FOODS, INC.
AUDIT NUMBER.....H98000000398
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION
OF
RIGHT TIME FOODS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation act, does hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME AND ADDRESS

The name of the Corporation shall be: RIGHT TIME FOODS, INC.

The address of the principal office of the Corporation is: 1601N.E. 25th Avenue, Suite #101, Ocala, Marion County, Florida 34470 and the mailing address of the Corporation is: Post Office Box 70127, Ocala, Marion County, Florida 34478.

ARTICLE II
DURATION

This Corporation shall have perpetual existence.

Daniel Hicks, P.A.
421 South Pine Avenue
Ocala, FL 34471
Phone No: (352) 351-3353

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ARTICLE III
BUSINESS, OBJECTS OR PURPOSE

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

1. To engage in and transact any lawful business for which corporation may be incorporated under the Florida Business Corporation Act and other incorporation laws of the State of Florida. No other purpose limits this general purpose in any way.

2. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV
AUTHORIZED SHARES

The aggregate number of shares which the Corporation is authorized to issue is 1,500,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$0.01 per share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is: 421 South Pine Avenue, Ocala, Marion County, Florida 34474 and the name of its initial Registered Agent at that address is: DANIEL HICKS, ESQUIRE.

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ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is one (1)

The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one.

PRESIDENT: JERRY L. LETNEY

SECRETARY: JERRY L. LETNEY

ARTICLE VII
INCORPORATORS

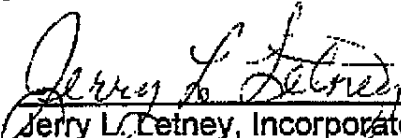
The name and address of the Incorporator is as follows:

JERRY L. LETNEY, Post Office Box 70127, Ocala, FL 34478.

ARTICLE VIII
AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 07 day of January, 1998.



Jerry L. Letney, Incorporator

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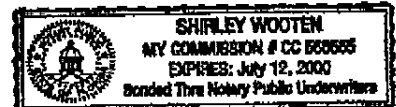
STATE OF FLORIDA
COUNTY OF MARION

Before me personally appeared JERRY L. LETNEY, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed, and that he is personally known to me.

WITNESS my hand and official seal this 7th day of January, 1998.

My Commission expires:

Shirley Wooten
Notary Public



ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this statement, 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.

Daniel Hicks
Daniel Hicks, Esquire

Date: 1/07/98

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