The Law Offices of Kevin M. Helmich

Acclaim Corporate Plaza 155 Crystal Beach Drive Destin, Florida 32541

Kevin M. Helmich*
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Secretary of State Corporate Records Bureau Division of Corporations P. O. Box 6327 Tallahassee, FL 32301

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Re: Jim Carr Pasture, Inc.

To Whom It May Concern:

Enclosed please find the original and one copy of the executed Articles of Incorporation, as well as the Acceptance of registered agent, in regard to the above-referenced corporation. Also enclosed is a copy of Letter Number 598A00002116.

You already have a check in the amount of \$122.50 to cover the filing fee. Upon filing, please return the copy of the Articles in the envelope provided.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

Sincerely

KEVIN M. HELN

Attorney at Law

Enclosure: As stated

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ARTICLES OF INCORPORATION

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JIM CARR PASTURE, INC.

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ARTICLE I

NAME

The name of this Corporation is Jim Carr Pasture, Inc.

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This Corporation is organized for the purpose of conducting all lawful business.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale 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 at the price at which it is offered to others.

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

ACTION BY DIRECTORS OR SHAREHOLDERS WITHOUT A MEETING

The directors or shareholders of this Corporation may take action by written consent as provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 21 day of January, 1998.

Earl Benjamin Carr

STATE OF FLORIDA COUNTY OF OKALOÖSĀ

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared Earl Benjamin Carr who produced a Florida drivers license as identification and who did take an oath, and who is the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 21st day of January, 1998.

Nótary Public

KEVIN HELMICH
Notary Public - State of Fiorida
My Commission Expires Apr 23, 2001
Commission & CCA(1934)

ARTICLE VI

INITIAL RGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is The Law Offices of Kevin M. Helmich, 155 Crystal Beach Drive, Suite 108, Destin, Florida 32541, and the initial registered agent of this Corporation at that address is Kevin M. Helmich, Esq.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This Corporation shall have at least 3 directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial directors of this Corporation are:

Earl Benjamin Carr 229 Yatch Club Drive Fort Walton Beach, Florida 32548 James Howard Carr 108 Drew Court Niceville, Florida 32578

Stephen Emory Carr 133 Second Street Niceville, Florida 32578

ARTICLE VIII

PRINCIPAL OFFICE

The principal office and mailing address of this Corporation is: c/o The Law Offices of Kevin M. Helmich, 155 Crystal Beach Drive, Suite 108, Destin, Florida 32541.

ARTICLE IX

INCORPORATOR

The name and address of the person signing these Articles is:

Earl Benjamin Carr 229 Yatch Club Drive Fort Walton Beach, Florida 32548

ACCEPTANCE

I hereby am familiar with and accept the duties and responsibilities as registered agent for

Jim Carr Pasture, Inc.

Kevin M. Helmich, Esq.

Registered Agent

STATE OF FLORIDA COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared Kevin M. Helmich who is personally known to me and who did take an oath, and who is the person who executed the foregoing Acceptance and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 21st day of January, 1998.

My Comm Exp. 10/18/92
Bonded By Service Ins.
No. CC414060

98 JAN 26 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORID