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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

April 6, 1998

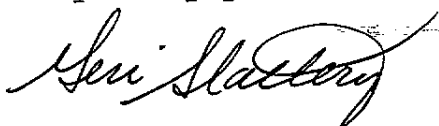
Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Slattery's Peanuts, Inc.

Gentlemen:

Enclosed please find the Articles of Incorporation for the above mentioned corporation together with a check to cover the filing fee. Please return a copy of the filed Articles to this office. Thank you.

Very truly yours,



Geri Slattery, Sec-Treas.

Enclosures

400002486394--2  
-04/13/98-01056--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

ARTICLES OF INCORPORATION  
OF  
SLATTERY'S PEANUTS, INC.

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ARTICLE I - NAME

The name of the corporation is SLATTERY'S PEANUTS, INC.

ARTICLE II - DURATION

As provided in Florida Statutes, Chapter 607, this corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States and of this State.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of Common Stock at \$1.00 par value.

ARTICLE V - PRE-EMPTIVE 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4299 Bellaire Dr., Hernando Beach, Florida, 34607 and the name of the initial registered agent of this corporation at that address is DENNIS SLATTERY.

ARTICLE VII - INITIAL ADDRESS OF THE CORPORATION

The street address of the initial office of this corporation is 4299 Bellaire Dr., Hernando Beach, Florida 34607.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or decreased 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:

DENNIS SLATTERY  
4299 Bellaire Drive  
Hernando Beach, FL 34607

GERI SLATTERY  
4299 Bellaire Drive  
Hernando Beach, FL 34607

ARTICLE IX - INCORPORATORS

The names and addresses of the persons signing these Articles are:

DENNIS SLATTERY  
4299 Bellaire Drive  
Hernando Beach, FL 34607

GERI SLATTERY  
4299 Bellaire Drive  
Hernando Beach, FL 34607

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.


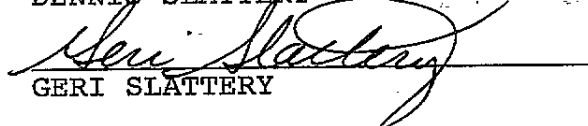
ARTICLE XII - SUB S ELECTION

This corporation shall have the right to file a Sub S Election under the laws of the State of Florida.

ARTICLE XII - INDEMNIFICATION

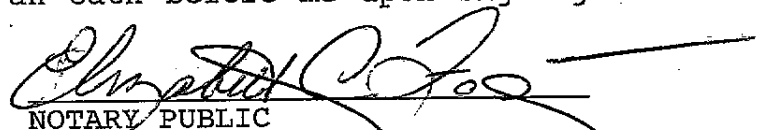

In addition to any rights and duties under applicable law, the corporation shall indemnify and hold harmless all of its directors, officers, employees and agents from and against all liabilities and obligations including attorney's fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3<sup>rd</sup> day of April, 1998.

  
DENNIS SLATTERY  
  
GERI SLATTERY

STATE OF FLORIDA  
COUNTY OF HERNANDO


The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of April, 1998, by DENNIS SLATTERY and GERI SLATTERY, who are personally known to me or who provided Florida Driver's License as identification, and who did take an oath before me upon signing these Articles of Incorporation.

  
NOTARY PUBLIC  
  
Elizabeth C. Fagan  
MY COMMISSION # CC493662 EXPIRES  
September 6, 1999  
BONDED THRU TROY FARM INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent to accept service of process for the above stated corporation, at the place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes in all matters relative thereto.

Dated this 3<sup>rd</sup> day of April, 1998.

  
DENNIS SLATTERY  
Registered Agent

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