

P98000066459

JOHN HAILE, P.A.

P.O. BOX 1200

119 U.S. 27 SOUTH

LAKE PLACID, FLORIDA 33852

(941) 465-1902

FAX (941) 465-2001

PRACTICE LIMITED TO ESTATE PLANNING
WILLS, TRUSTS AND ESTATE TAXATION
ESTATE AND TRUST LITIGATION

June 29, 1998

SEBRING (941) 382-4455
WINTER HAVEN (941) 293-9994
ARCADIA (941) 494-4542
BOCA RATON (407) 391-8291
FLAGLER BEACH (904) 439-4556

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32314

RE: ROYAL CASTLE FOODS, INC. and
CAYS CORPORATION

Dear Secretary:

600002589016--5
-07/06/98--01107--020
****105.00 *****70.00

Enclosed please find the following:

1. An original plus one copy of the Articles of Amendment to Articles of Incorporation for ROYAL CASTLE FOODS, INC.
2. An original plus one copy of the Articles of Incorporation for ROYAL CASTLE FOODS, INC.
3. A signed Certificate designation Resident Agent,
4. Our check in the amount of \$105.00.

Please forward to me a stamped copy of the Articles Amendment to Articles of Incorporation for ROYAL CASTLE FOODS, INC. and a stamped copy of the Articles of Incorporation for ROYAL CASTLE FOODS, INC.

Thank you for your assistance in this matter.

Very truly yours,

John S. Haile
John S. Haile

JSH/ss
Enclosures

298A00039845

FILED
98 JUL 24 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-7/29/98

ARTICLES OF INCORPORATION
OF
ROYAL CASTLE FOODS, INC.

FILED
98 JUL 24 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby form, organize and incorporate under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, right, privileges and immunities of corporations for profit.

ARTICLE I

The name of this corporation shall be ROYAL CASTLE FOODS, INC.

ARTICLE II

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State. Its effective date in which it commenced doing business is January 1, 1998, for accounting purposes only. The effective date for incorporation purposes is the date of filing.

ARTICLE III

The address of the principal office is 625 Lake Clay Drive South, Lake Placid, Florida 33852, the mailing address is the same.

ARTICLE IV

The corporation is organized for the specific purpose of food service.

ARTICLE V

This corporation is authorized to issue 7,500 shares of one dollar par value common stock which shall be designated "Common Shares". The stated valuation of each share shall be fixed by

the Board of Directors.

ARTICLE VI

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The name and address of the initial Board of Directors of this corporation is:

NAME

ADDRESS

JOHN M. MOLL

625 Lake Clay Drive South
Lake Placid, Florida 33852

ARTICLE VII

The street address of the initial registered office of this corporation is 625 Lake Clay Drive South, Lake Placid, Florida 33852 and the name of the initial registered agent of this corporation at that address is JOHN M. MOLL.

ARTICLE VIII

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


NAME

ADDRESS

JOHN M. MOLL

625 Lake Clay Drive South
Lake Placid, Florida 33852

The undersigned incorporator has executed these Articles of Incorporation this 30 day of June, 1998.


JOHN M. MOLL

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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:

ROYAL CASTLE FOODS, INC.

2. The name of the registered agent and office is:

JOHN M. MOLL
625 Lake Clay Drive South
Lake Placid, Florida 33852

FILED
98 JUL 24 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above stated corporation at 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.

JOHN M. MOLL
Registered Agent

By:  JOHN M. MOLL

Date: 6/30/98