

P980000 74535

August 20, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Carmichael's Western Meats, Inc.

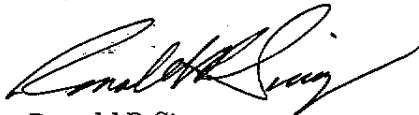
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****122.50 ****122.50

Gentlemen:

Enclosed please find the Original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of Filing Fees, Certified copy of Articles of Incorporation, and Fee for Registered Agent Designation for the above named Corporation.

Very Truly Yours,



Ronald R Simpson
Administrative Management Services
12586 Seminole Blvd.
Largo, Florida 33778

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98 AUG 24 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

50
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ARTICLES OF INCORPORATION

FOR

CARMICHAEL'S WESTERN MEATS, INC.

The undersigned incorporator(s), hereby make, subscribe, acknowledge and file with the Secretary of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of this Corporation shall be CARMICHAEL'S WESTERN MEATS, INC., 12594 Seminole Blvd., Largo, Florida 33778.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any transaction or business activities, both domestically and abroad, for which corporations are permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares to be issued by this corporation shall be One Hundred shares of Common stock with a par value of One Dollar (\$1.00) each.

ARTICLE V - PREEMPTIVE 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 pro-rata share at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The Registered Agent of this corporation shall be Ronald R. Simpson, and the Registered Address of the corporation shall be 12586 Seminole Blvd., Largo, FL 33778.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Two 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. The name and address of the initial directors of this corporation is: Michael J. and Carmen Susi, 501 116th Avenue North, # 294, St Petersburg, FL 33716.

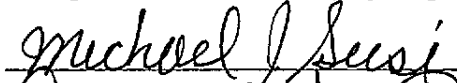
ARTICLE VIII - INCORPORATORS

The name and address of each incorporator to this corporation and number of shares each elects to take are:

Michael J. Susi - 50
501 116th Avenue North # 294
St Petersburg, Florida 33716

Carmen Susi - 50
501 116th Avenue North # 294
St Petersburg, Florida 33716

IN WITNESS WHEREOF, The undersigned subscriber(s) have executed these Articles of Incorporation this 20th day of August, 1998.

 (Seal)

 (Seal)

____ (Seal)

State of Florida
County of Pinellas

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Michael J. Susi and Carmen Susi, known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereto affixed my hand and seal, in the Sate and County aforesaid, this 20th day of August, 1998.


(Notary Public, State of Florida)

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

FOR

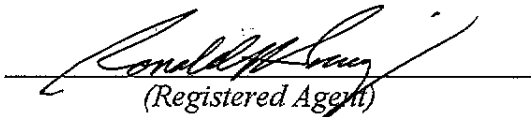
CARMICHAEL'S WESTERN MEATS, INC.

Pursuant to Florida Statutes Section 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 12586 Seminole Blvd., Largo, Florida 33778, has named Ronald R Simpson, located at the aforesaid address, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place designed in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(Registered Agent)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA