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Animal Specialty Feed, Inc.

6331 US Highway 301 S

PO Box 3346

Riverview, FL 33569-3346

813-677-0991

December 27, 1998

To: Florida Dept of State
From: JoAnn Mayhall
Subject: Animal Specialty Feeds, Inc.

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Please process this for Incorporations as of January 1st 1999.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
Animal Specialty Feeds, Inc.**

**ARTICLE I
NAME**

The name of the Corporation is Animal Specialty Feeds, Inc.

**ARTICLE II
PURPOSES**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III
CORPORATE CAPITALIZATION**

3.1 The maximum number of shares of stock that this Corporation is authorized to have issued and outstanding at any time is 10,000 shares of common stock, with a par value of one dollar per share.

3.2 No holder of shares of stock of any class shall have the preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issue.

3.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

3.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or condition of redemption of the stock.

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**ARTICLE IV
TERM**

The term of the Corporation shall be perpetual.

**ARTICLE V
SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

5.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

5.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of the other shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provide in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

5.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"THE SHARES OF STOCK REPRESENTED BY THIS CERTIFICATE CANNOT BE TRANSFERRED IF SUCH TRANSFER WOULD VOID THE ELECTION OF THE CORPORATION TO BE TAXED UNDER SUB-CHAPTER S OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED.

**ARTICLE VI
SUBSCRIBER**

The name and residence of the subscriber to these Articles of Incorporation is:

- (a) JoAnn Mayhall
6807 Potts Road
Riverview, FL 33569

**ARTICLE VII
REGISTERED OFFICE AND AGENT**

The initial registered and principal office of the Corporation is 6331 US Highway 301 S, Riverview, FL 33569, and the initial registered agent at said address is JoAnn Mayhall. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and address of the initial director of the corporation is:

JoAnn Mayhall
6807 Potts Road
Riverview, FL 33569

Term. The initial Board of Directors shall serve until the organizational meeting of the Corporation. All Directors elected thereafter shall serve for one (1) year terms and until their respective successors are elected and qualified. Directors may serve for successive terms.

Vacancies. All Vacancies other than expiration of the term of a Director, (whether due to the death, resignation, removal or otherwise) on the Board of Directors shall be filled by the Board of Directors as determined by a majority vote of the stockholders.

Compensation. Directors shall not be compensated for the performance of their duties as Directors, but shall be reimbursed for their expenses incurred in the performance of their duties as Directors in accordance with the Bylaws of the Corporation.

**ARTICLE IX
AMENDMENTS TO THE ARTICLES OF INCORPORATION**

The Board of Directors may amend, alter or repeal any provision of these Articles of Incorporation, subject to ratification of the stockholders.

**ARTICLE X
DISSOLUTION**

Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution and other debts of the Corporation, will be distributed to the then stockholders of the Corporation, provided said distribution is permitted by law and by the Court having appropriate jurisdiction pursuant to the laws of the State of Florida.

**ARTICLE XI
INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XII
CERTIFICATION**

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation and as the undersigned subscriber to these Articles of Incorporation, as a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, and do make and file this certificate hereby declaring and certifying that the facts set forth herein are true and have accordingly set out my hand at Hillsborough County, Florida, this 19th day of December, 1998.



Incorporator & Registered Agent
JoAnn Mayhall

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