

5300 First Union Financial Center

200 South Biscayne Boulevard

Miami, FL 33131-2339

305-579-0300

Fax: 305-579-0321

John S. Fletcher
305-579-0432

February 22, 1999

Morgan, Lewis
& Bockius LLP

COUNSELORS AT LAW

PP1000018253

500002784735--4

-02/23/99--01066--009

*****70.00 *****70.00

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Ladies and Gentlemen:

Please file the enclosed Articles of Incorporation for Rosemont Farms Corporation. Our check for \$70 is enclosed as the filing fee. A photocopy of the Articles is enclosed. Please return the copy marked "Filed" to the undersigned.

Please promptly call the undersigned if you have any questions with respect to this matter.

Very truly yours,



John S. Fletcher

JSF/dmt
Enclosures

HI01A/90398.1

FILED
99 FEB 23 PM 2:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Philadelphia Washington New York Los Angeles Miami Harrisburg Pittsburgh Princeton
London Brussels Frankfurt Tokyo Singapore Jakarta

ARTICLES OF INCORPORATION
OF
ROSEMONT FARMS CORPORATION

FILED
99 FEB 23 PM 2:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned does hereby make and execute these Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

ARTICLE I

Name

The name of the corporation is:

Rosemont Farms Corporation

ARTICLE II

Initial Principal Office

The street address of the initial principal office of the corporation shall be:

5300 First Union Financial Center
200 S. Biscayne Boulevard
Miami, Florida 33131-2339

The board of directors of the corporation, or an officer of the corporation acting under the authority of the board of directors, is authorized to change the principal office of the corporation from time to time without amendment to these Articles of Incorporation.

ARTICLE III

Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is ten million (10,000,000) shares of common stock, of which nine million (9,000,000) shares shall be Class A Common Stock and one million (1,000,000) shares shall be Class B Common Stock. The par value of each such share shall be \$.01 per share. The Class A Common Stock shall have one

vote per share. Until March 1, 2001, the Class B Common Stock shall not have any voting rights (other than as may be required by the Florida Business Corporation Act). On and after March 1, 2001, the Class B Common Stock shall have one vote per share. Except as to voting rights, the preferences and rights of the Class A and Class B Common Stock shall be identical, including identical rights as to dividends and to distributions upon dissolution of the corporation.

ARTICLE IV

Registered Office and Agent

The street address of the corporation's initial registered office is:

5300 First Union Financial Center
200 S. Biscayne Boulevard
Miami, Florida 33131-2339

The name of the corporation's initial registered agent at that office is John S. Fletcher.

ARTICLE V

Incorporator

The name and address of the incorporator are:

John S. Fletcher
Morgan, Lewis & Bockius LLP
5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2339

ARTICLE VI

Purpose and Powers

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and under the laws of any jurisdiction in which the corporation may operate. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under the Florida Business Corporation Act.

ARTICLE VII

Board of Directors

The number of directors constituting the initial board of directors is two. Thereafter, the number of directors shall be as provided in the bylaws. The name and address of each individual who is to serve as a member of the initial board of directors are:

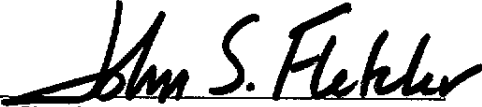
Don Brodie

5300 First Union Financial Center
200 S. Biscayne Boulevard
Miami, Florida 33131-2339

Andrew Schwartz

5300 First Union Financial Center
200 S. Biscayne Boulevard
Miami, Florida 33131-2339

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 22nd day of February, 1999.



John S. Fletcher,
Incorporator

Acceptance By Registered Agent

The undersigned hereby accepts the appointment as registered agent of Rosemont Farms Corporation and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: February 22, 1999.



John S. Fletcher,
Registered Agent

FILED
99 FEB 23 PM 2:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA