

P99000042207

CONDON — CSEREP, P.A.

ATTORNEYS AT LAW

ROBERT P. CONDON

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RICHARD D. CSEREP

TELEPHONE (850) 436-7710
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March 30, 1999

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
5-4-99

600002829636--0
-04/05/99--01129--002
*****78.75 *****78.75

Re : *Blue Dog Foods, Inc.*
B & R Foods, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation and a check in the amount of \$78.75 for the filing fee and certificate.

Thank you and please contact me if you need any further information.

Sincerely,

Robert P. Condon | eab

Robert P. Condon

RPC/eab

99 MAY 10 PM 1:43
TALLAHASSEE, FLORIDA

8548000058

CONDON — CSEREP, P.A.

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PENSACOLA, FLORIDA 32591

RICHARD D. CSEREP

TELEPHONE (850) 436-7710
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May 6, 1999

Department of State
Attn: Barbara
Division of Corporation
Post Office Box 6327
Tallahassee, FL 32314

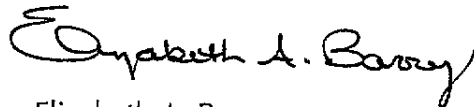
Re : B & R Foods, Inc.

Dear Barbara:

Enclosed please find the amended Articles of Incorporation along with a copy of same. As you know, our check in the amount of \$78.75 for the filing fee and certificate was sent on March 30, 1999.

Thank you and please contact me if you need any further information.

Sincerely,



Elizabeth A. Barry
Paralegal to
Robert P. Condon

/eab
Enclosures

ARTICLES OF INCORPORATION
OF
BLUE DOG FOODS, INC.

99 MAY 10 PM 1:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporations:

EFFECTIVE DATE
5.4.99

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation is Blue Dog Foods, Inc. and its principal office is located at 3831 Bayou Boulevard, Pensacola, Florida, 32503.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing upon the date subscription and acknowledgment of these Articles of Incorporation.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 10 shares of \$1.00 par value common stock, all of one class and series.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder upon the sale 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 thereof (as nearly as may be done without the 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 this corporation's initial registered office is 3831 Bayou Boulevard, Pensacola, Florida, 32503, and the name of this corporation's initial registered agent is Troy Alan Rafferty.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is one whose name and address is listed below:

1. Troy Alan Rafferty
3831 Bayou Boulevard
Pensacola, FL 32503
2. John Michael Bullard
5890 Del Rey Drive
Colorado Springs, CO 80918

ARTICLE VIII

INCORPORATORS

The name and address of the incorporator is Troy Alan Rafferty, 3831 Bayou Boulevard, Pensacola, Florida 32503.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of April, 1999.



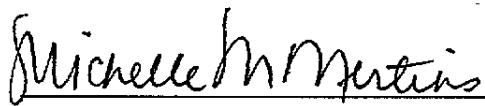
Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

Before me, the undersigned authority authorized to administer oaths and take acknowledgments, personally appeared Troy Rafferty, who is personally known to me ~~or was identified by driver's license # _____~~ on this 4th day of May, 1999, who upon being duly sworn certifies that the information furnished by him as incorporated in the foregoing is true and correct and that he has read same and believes the above to be true.

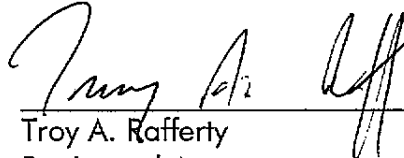




NOTARY PUBLIC
State of Florida at Large
Commission Number: CC 512261
(SEAL)
My Commission Expires: 12-3-99

Registered Agent's Notice of Acceptance

I, Troy A. Rafferty, agree to serve as the registered agent for Blue Dog Foods, Inc.,
a Florida corporation. My street address is 3831 Bayou Blvd., Pensacola, FL, 32503.


Troy A. Rafferty
Registered Agent

FILED
99 MAY 10 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA