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LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. US BEEF CORPORATION

(Corporation Name)

(Document #)

2. _____

(Corporation Name)

(Document #)

3. _____

(Corporation Name)

(Document #)

4. _____

(Corporation Name)

(Document #)

☒ Walk in

☒ Pick up time

2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
☒	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/QUALIFICATION	
☒	Foreign
☒	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

RECEIVED

99 OCT 29 AM 11:54

DEPARTMENT OF STATE
DIVISION OF CORPORATE &
TALLAHASSEE FLOOR

FILED

99 OCT 29 PM 1:16

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
US BEEF CORPORATION**

The undersigned incorporator, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name and address of this corporation shall be:

US BEEF CORPORATION
8500 W FLAGLER STREET STE B-208
MIAMI, FL. 33144

ARTICLE II - EXISTANCE

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE OF CORPORATION

The corporation may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Florida and of the United States.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is 300 shares of common stock having \$ 1.00 par value.

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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - NAME OF REGISTERED
AGENT AND ADDRESS OF REGISTERED OFFICE**

The name and street address of the corporation's initial registered resident agent shall be:

RICHARD D. SPRADLING
201 CRANDON BLVD
KEY BISCAVNE, FL. 33149

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TALLAHASSEE FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

Initially this corporation shall have one director. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial directors are:

RICHARD D. SPRADLING
Officer

201 CRANDON BLVD
KEY BISCAÏNE, FL 33149

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is :

RICARD D. SPRANDLING
201 CRANDON BLVD
KEY BISCAÏNE, FL 33149

ARTICLE IX - BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of directors and shareholders.

ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned has (have) executed these Articles of Incorporation this 25th day of October 1999



Signature/Title D/P

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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:

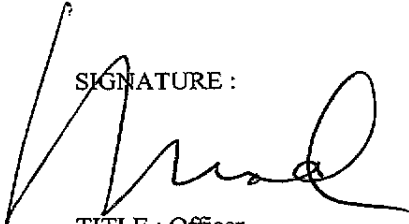
US BEEF CORPORATION

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

RICHARD D. SPRADLING
201 CRANDON BLVD
KEY BISCAVNE, FL. 33149

Having been named to accept services of process for the above stated corporation, at the place designated in the certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

SIGNATURE :



TITLE : Officer

DATE : 10-26-99

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