

P96000070390

SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 23 AM 12:42

Alexander S. Ziskin
Requestor's Name

P.O. Box 10555
Address

Tell. Fc 32302 222-3471
City/State/Zip Phone #

Amg

FILED HERE
OFFICE USE ONLY

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

1. AmeriGam Incorporated
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|-----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

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DIVISION OF CORPORATION

Examiner's initials

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**ARTICLES OF INCORPORATION
OF
AMERIFARM INCORPORATED.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is AmeriFarm Incorporated (hereinafter called the "Corporation").

**ARTICLE II
MAILING ADDRESS**

The mailing address of the Corporation is 1287 West Atlantic Blvd., Pompano Beach, Florida 33069.

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is One Thousand (1,000) shares of common stock, par value \$0.01 per share (the "Common Stock"). Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders of the Corporation.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is One S.E. Third Avenue, 27th Floor, Miami, Florida 33131. The name of the Corporation's initial registered agent at that office is American Information Services, Inc.

**ARTICLE V
INCORPORATOR**

The name and address of the incorporator of the Corporation is Bradley D. Houser, One S.E. Third Avenue, 27th Floor, Miami, Florida 33131.

**ARTICLE VI
INDEMNIFICATION**

The Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence now or hereafter.

**ARTICLE VII
AFFILIATED TRANSACTIONS
AND CONTROL SHARE ACQUISITIONS**

The Corporation expressly elects not to be governed by Sections 607.0901 and 607.0902 of the Florida Business Corporations Act, relating to affiliated transactions and control share acquisitions, respectively.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23rd day of August, 1996.



Bradley D. Houser, Incorporator

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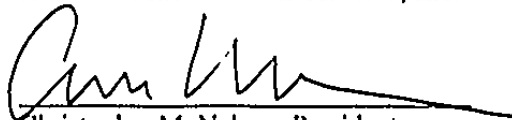
**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Amerifarm Incorporated, a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 23st day of August, 1996.

American Information Services, Inc.



Christopher M. Nelson, President