

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P98000021216

All World Farms, Inc.

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-03/06/98--01001--019
*****70.00 *****70.00

- Art of Inc. File Photo
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____

FILED
98 MAR -5 AM 7:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 MAR -5 PM 4:15
DIVISION OF CORPORATION

98-6-3

Signature _____

Requested by: CD

Name _____

Date 3/5/98

Time 4:00

Walk-In _____

Will Pick Up _____

- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

ARTICLES OF INCORPORATION
OF
ALL WORLD FARMS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I: NAME

The name of the corporation is **ALL WORLD FARMS, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is **4164 Inverrary Drive, Suite 902, Lauderhill, FL 33319.**

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is **James Cary Jacobson, 3363 Sheridan Street, Suite 204, Hollywood, FL 33021-3687.**

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is **Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.**

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is

Scott M. Levin

Michael J. Sebero

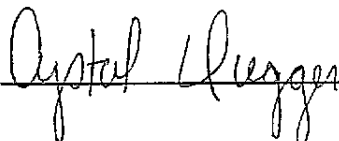
4164 Inverrary Drive, Suite 902, Lauderhill, FL 33319.

ARTICLE VII: SPECIAL PROVISION

It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

The undersigned has executed these Articles of Incorporation this 5th day of March 1998.

"Capital Connection, Inc. by Crystal Dugger, Office Manager"



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

FILED
98 MAR -5 AM 7:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

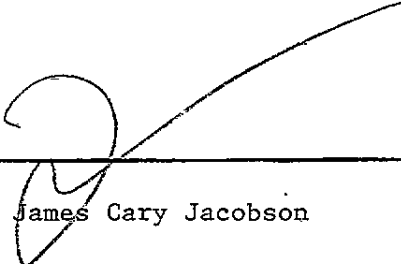
Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: ALL WORLD FRAMS, INC.

2. The name and street address of the registered agent and office is: James Cary Jacobson

3363 Sheridan Street, Suite 204, Hollywood, FL 33021-3687

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



James Cary Jacobson