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April 12, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-04/18/96--01070--020
*****70.00 *****70.00

Re: AgMasters, Inc.

Dear Sir or Madam:

I am enclosing herein an original, a copy of the Articles of Incorporation and the Certificate Designating Place of Business and Registered Agent for the above-referenced corporation, together with a check in the amount of \$70.00 made payable to the Secretary of State for the filing fee and charter taxes.

Thank you for your cooperation and should you require further information, please contact me.

Very truly yours,



TIMOTHY C. LAUBACH

TCL:ths

Enclosures-stated

FILED
96 APR 18 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/20/96
JD

ARTICLES OF INCORPORATION

OF

AgMasters, Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby forms a corporation by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be:

AgMasters, Inc.

ARTICLE II

The object and purpose of the corporation, and the general nature of the business or businesses to be transacted, shall be for the purpose of marketing services of fertilizers to agricultural, horticultural, landscape, lawn and garden outlets and and any other business permitted under the laws of the State of Florida.

ARTICLE III

The address of the principal office of the corporation in the State of Florida shall be:

1212 Mt. Vernon Street
Orlando, Florida 32803

ARTICLE IV

The capital stock of the corporation shall consist of 100 shares of common stock, with par value of \$1.00.

ARTICLE V

The business of the corporation shall be conducted by a board of not less than one (1) director. The names and addresses of the directors of the corporation are:

Theodore E. Geltz, 17283 Davenport Road, Winter Garden, Florida 34787;

William M. Litvany, 515 Jennifer Lane, Windermere, Florida 34786;

ARTICLE VI

The officers of the corporation shall be a President, Treasurer and Secretary. Until the first meeting of the Board of Directors or until their successors are elected and have qualified, the following shall be the officers of the corporation:

Theodore E. Geltz, President

William M. Litvany, Secretary/Treasurer

ARTICLE VII

The name and address of the subscriber to these Articles of Incorporation is WILLIAM M. LITVANY, 515 Jennifer Lane, Windermere, Florida 34786 and a statement of the number of shares of stock and the value of consideration therefor which the subscriber and shareholders are to take, is as follows:

Theodore E. Geltz, 17283 Davenport Road, Winter Garden, Florida 34787, 50 Shares;

William M. Litvany, 515 Jennifer Lane, Windermere, Florida 34786, 50 Shares.

ARTICLE VIII

The annual meeting of the stockholders shall be held on the 1st day of December of each year, or at such time as the Board of Directors shall choose and at that time, the Board of Directors shall be elected, and such other business as may properly come before the meeting may be considered and transacted. The officers of the corporation shall be elected annually by the Board of Directors at a meeting of the Board to be held immediately following the annual stockholders meeting.

The time, place and manner of calling meetings of the stockholders or directors shall be fixed by the By-Laws of the corporation.

The Board of Directors shall appoint a Registered agent as required by the laws of the State of Florida.

ARTICLE IX

Any expense paid by the corporation for or on behalf of any officer or any sum paid to any officer as reimbursed expenses, if the same shall be subsequently disallowed by the Internal Revenue Service, shall be repaid by said officer to the corporation.

ARTICLE X

Private property of the stockholders shall not be subject to the payment of the corporation debts in any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders of the corporation.

ARTICLE XI

A special meeting of the subscribers or their assigns shall be held upon the call of the President for the purpose of completing the organization of the corporation and the adoption of the By-Laws and the transaction of such other business as may be desired or required.

ARTICLE XII

The amount of capital with which the corporation shall begin business is \$ 500.00.

ARTICLE XIII

The corporation shall have perpetual existence.

IN WITNESS WHEREOF, the undersigned, being the original subscriber, has hereby set his hands and seals this 15th day of April, 1996.

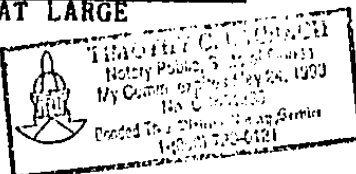

WILLIAM M. LITVANY
Subscriber to these Articles
Secretary/Treasurer/Director

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 15th day of April, 1996, by WILLIAM M. LITVANY, as Secretary/Treasurer/Director and Subscriber of AgMasters, Inc., who is personally known to me ~~or who has produced~~ as identification and who did ~~(did not)~~ take an oath.


NOTARY PUBLIC, STATE AT LARGE

My Commission Expires



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT ApMasters, Inc.
(Name Corporation)

WITH ITS PLACE OF BUSINESS AT 1212 Mount Vernon Street, Orlando, Florida 32803
(Business Address, City and State)

HAS NAMED WILLIAM M. LITVANY
(Name of Registered Agent)

LOCATED AT 1212 Mount Vernon Street
(Street Address and Number Of Building,
Post Office Box Addresses ARE NOT Acceptable)

CITY OF Orlando, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
(City)
OF PROCESS WITHIN FLORIDA.

SIGNATURE *W.M. Litvany*
(Corporate Officer)
TITLE Secretary/Treasurer
DATE 4-15-96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION,
AT THE PLACE DESIGNATED IN THIS 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 *W.M. Litvany*
(REGISTERED AGENT)
DATE 4-15-96

BUREAU OF CORPORATE RECORDS, P.O. BOX 6327, TALLAHASSEE, FL 32314
Phone: (904) 488-9005.

(NOTE: There is a filing fee of \$3.00 for this certificate)

CR2E046 (3-85)