

9500000135/0N

Decombar 9, 1994

Corporate Records Bureau
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: 3D Farms, Inc.
9411102451165

5000013545116
-12/15/94--01117--001
*****70.00 *****711.00

Dear Sir or Madam:

Enclosed please find:

- Application for Authority
- Certificate of Good Standing
- payment of \$70.00

W94. 26691

Please file and return all related correspondence to my attention at the address listed above.

Please feel free to contact me directly at 1-302-575-0440, with questions regarding the enclosed application.

Sincerely,

Susan P. Rosenthal

Susan P. Rosenthal
Corporate Service Representative

enc.

6-95 MAR 21 PM 3:13
SECRETARY OF STATE
DIVISION OF CORPORATIONS

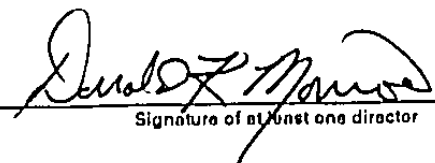
Noted re: 6/10/94
w/ Paul 667863

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Donald K. Monroe, President, do hereby certify
that this Resolution of the Board of Directors of 3D Farms, Inc.,
a corporation duly organized and existing under the laws of the State of Delaware,
was duly adopted on December 27, 19 94.

Resolved, that 3D Farms, Inc., organized
and existing in the State of Delaware, hereby adopts the
name 3D Farms of McAlpin, Inc. for use in Florida.

Dated: 12/27/94


Signature of at least one director

SECRET
DIVISION OF
CS 11/21/94

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. JD Farms Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. Applied for
(FEI number, if applicable)
4. 11/10/1994
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. November 1994
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. P.O. Box 240
McAlpin, FL 32062
(Current mailing address)
8. Timber, Pine Straw, misc. farming or any lawful act or activity for
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)²
which corporations may be organized.
9. Name and street address of Florida registered agent:
Name: Donald K. Monroe
Office Address: RT 1 Box 50 C
LIVE OAK, Florida, 32060
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Donald K. Monroe
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors.

A. DIRECTORS

Chairman: Donald K. Monroe

Address: Rt 1, Box 50 C
Live Oak, FL 32060

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Donald K. Monroe

Address: Rt 1, Box 50 C
Live Oak, FL 32060

Vice President: _____

Address: _____

Secretary: Donald K. Monroe

Address: Rt 1, Box 50 C
Live Oak, FL 32060

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

Donald K. Monroe

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Donald K. Monroe, President

(Typed or printed name and capacity of person signing application)

950921 113-13

SECRET
EXCLUDED FROM AUTOMATIC
DOWNGRADING AND
DECLASSIFICATION

State of Delaware
Office of the Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF RECORDS
95 MAR 21 PM 3:13



Edward F. Freck

Edward F. Freck, Secretary of State

AUTHENTICATION

DATE