

L95 000000 221

March 20, 1995

Secretary of State
Division of Corporations
400 E. Gaines Street
Tallahassee, FL 32399

RE: Florida Ag Spray Technologies, L.C.

Dear Sirs:

Attached are the following:

1. Articles of Incorporation
2. Checks totaling \$_____

Please record the articles upon receipt and prepare a certified copy of the articles of incorporation as well as a certificate under seal for my use.

Thank you.

Theodore F. Lenhardt
Theodore F. Lenhardt
2743 W. Old U.S. 441
Mount Dora, FL 327 57
TEL: 904/383-4138
FAX: 904/383-6412

Will wait

NANCY HENDRICKS MAR 21 1995

*Per Theodore
Delete Article 4.*

ARTICLES OF ORGANIZATION
OF
FLORIDA AG SPRAY TECHNOLOGIES L.C.

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The undersigned member, the signator to these ARTICLES OF ORGANIZATION, himself being a competent person to do same, does hereby acknowledge these ARTICLES OF ORGANIZATION for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I. NAME

The name of this limited liability company is:

FLORIDA AG SPRAY TECHNOLOGIES L.C.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted is:

To, initially, enter into the business of citrus grove spraying within and without the State of Florida.

To also enter into any other type of transaction of any or all types of business that is permitted or as empowered in Chapter 608, Florida Statutes, except where modified or limited by these Articles, Amendments to these Articles or this company's regulations, provided however, that the aforementioned shall not conflict with any law or statute where this limited liability company so operates.

ARTICLE III. TERM OF EXISTENCE

This limited liability company is to exist in perpetuity.

~~ARTICLE IV. CAPITAL STOCK~~

~~The number of shares of capital stock authorized to be issued shall be ONE HUNDRED THOUSAND (100,000) Shares of Common Stock having a Par Value of One Cent (\$.01) Per Share. Upon the filing of appropriate Amendments or Resolutions as described in Chapter 608, Florida Statutes, this limited liability company may add such kinds, classes, and/or series of stock, with or without distinguishing characteristics, if it so elects. If the members so elect and this company qualifies, the stock of this limited liability company may be treated as "Section 1244 Stock" pursuant to the restrictions of the Internal Revenue Code.~~

ARTICLE V. PRE-EMPTIVE RIGHTS

The members of this limited liability company are hereby granted pre-emptive rights regarding the purchase of this company's common stock. Waiver of such rights shall be in writing, duly acknowledged and appended to the stock book.

ARTICLE VI. POWERS

The limited liability company shall have all of the powers reserved unto limited liability companies through Chapter 608, Florida Statutes, including, but not limited to: the conducting of its business; the purchase or selling of assets; the indemnification of its officers, directors, employees and agents; the establishment of managing and other committees; the establishment of Member stockholder agreements; the establishment of voting trusts; the merger or consolidation of this limited liability company with other legal entities; the limiting of the number and types of Members; as well as all other powers necessary or convenient to effect its purposes.

ARTICLE VII. INITIAL REGISTERED AGENT, INITIAL REGISTERED OFFICE ADDRESS, AND INITIAL OFFICE ADDRESS

The initial registered agent of this company is THEODORE F. LENHARDT of Winter Garden, Florida. The initial registered office address of the registered agent of this corporation shall be: 2743 W. Old U.S. 441, Mount Dora, Florida 32757. The initial office address of the corporation for conducting business shall be: 2743 W. Old U.S. 441, Mount Dora, Florida.

ARTICLE VIII. MANAGING MEMBERS

The business of this limited liability shall be conducted by a managing member(s) as elected by the Members. There shall be not less than one nor more than seven managing members of this limited liability company. The initial managing member for this company is:

INITIAL MANAGING MEMBER: THEODORE F. LENHARDT
301 Valencia Court
Winter Garden, FL 34787

ARTICLE IX. SIGNATOR MEMBER

The signator of these Article of Organization, an authorized member, is:

SIGNATOR MEMBER: THEODORE F. LENHARDT
 301 Valencia Court
 Winter Garden, FL 34787

ARTICLE X: MEMBERS

The initial Members of this limited liability company and their pro-rata ownership is:

Theodore F. Lenhardt	60.0%
Ken Nelson	15.0%
Stephen C. Vaughn (Sr)	7.5%
Stephen C. Vaughn, Jr.	7.5%
Roy P. Moore	5.0%
George Brown	5.0%

ARTICLE XI: ADDITIONAL MEMBERS

This limited liability company shall have the right to admit additional members after due consideration and investigation, and then only upon written consent of the Members.

ARTICLE XII: CONTINUITY

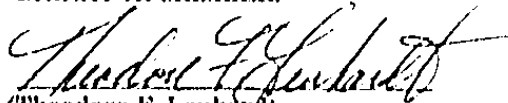
This limited liability company shall have the right to continue its business in the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member, or any other event which terminates the membership of a Member in this limited liability company.

ARTICLE XIII. AMENDMENT

These ARTICLES OF ORGANIZATION may be amended in the manner provided by law. Every amendment shall be approved by the Members, proposed to them by the Managing Members, and approved at a Member's Meeting by not less than a 3/5 majority of the stock entitled to vote thereon, all in accordance with Chapter 608, Florida Statutes, except as otherwise permitted or restricted by the aforementioned statute.

These Article of Organization shall become effective upon filing and have been executed by the Signator Member this 20th day of March, 1995.

SIGNATOR MEMBER:


Theodore F. Lenhardt

STATE OF FLORIDA
COUNTY OF LAKE

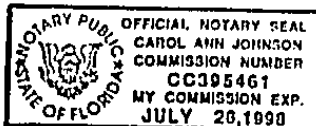
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the state and County named above to take acknowledgments, personally appeared THEODORE F. LENHARDT, to me known to be the person described in these ARTICLES OF ORGANIZATION as the SIGNATOR MEMBER, and he freely acknowledged before me that he was in fact the SIGNATOR MEMBER.

WITNESS MY HAND and official seal in the County and State named above this 20th day of March, 1995.

NOTARY PUBLIC:



MY COMMISSION EXPIRES:



REGISTERED AGENT'S
ACCEPTANCE OF OFFICE

I, the undersigned, hereby consent and agree to the appointment of myself as the registered agent of the Florida limited liability company known as FLORIDA AG SPRAY TECHNOLOGIES L.C. I further agree to accept service of process; to keep my office open during prescribed hours; and to abide by the requirements of this office as described in Chapter 608, Florida Statutes.

Signed this 24th day
of March, 1995

REGISTERED AGENT


THEODORE F. LENHARDT

REGISTERED OFFICE:

2743 W. Old U.S. 441
Mount Dora, FL 32757

FILED
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CLERK OF DISTRICT COURT
MOUNT DORA, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Florida Heli-Sprayer
Industries, L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 150,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 160,000. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 310,000.00. This total includes amounts from 2 and 3 above.

[Signature]
Signature of a member or authorized representative of a member.

(In accordance with section 605.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Description of Equipment

2 - 1075 Spraymaster Sprayers 50,000.00

2 - 5230 I-H Case Tractor 110,000.00

\$ 160,000.00