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LAW OFFICES OF MARK M. CARROLL, P.A.

11098 BISCAYNE BOULEVARD, SUITE 403
MIAMI, FLORIDA 33161-7486

MARK M. CARROLL
KRISTINA L. GENTNER

TELEPHONE (305) 891-0036
FAX (305) 891-3836

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January 4, 2000

Bobbi Cox
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Incorporation of Planteurs Unis, Inc.

Dear Ms. Cox:

Enclosed for filing with the Department of State are the Articles of Incorporation of Planteurs Unis, Inc. and the Acceptance of Designation as Registered Agent for Planteurs Unis, Inc. Also enclosed is our check in the amount of \$96.25. After filing, please return a certified copy of the Articles of Incorporation to: Kristina Gentner, Esquire, Law Offices of Mark M. Carroll, P.A., 11098 Biscayne Blvd., Suite 204, Miami, Florida 33161. If there is any problem with these documents, please call me at (305) 891-0036. Thank you for your cooperation and assistance in this matter.

Very truly yours,

Kristina L. Gentner

Kristina L. Gentner
For the Firm

MMC:jc

Enc.

IF 52.00
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ARTICLES OF INCORPORATION
OF
PLANTEURS UNIS, INC.

The undersigned, engaged in the marketing and production of agricultural products in the state of Florida, other states and other countries do hereby voluntarily form this nonprofit cooperative marketing association with capital stock under the provisions of Chapter 618, Florida Statutes, relating to Agricultural Cooperative Marketing Associations, and do hereby subscribe to the following Articles of Incorporation:

Article I _____
Name _____

The name of the association shall be Planteurs Unis, Inc. When translated into English, the name of the association means United Planters, Inc.

Article II _____
Purposes _____

The association is formed for the following purposes:

- A) To produce, market and sell agricultural goods, machinery, products and equipment, including irrigation, electrical/electronic and solar goods, machinery, products and equipment used in agriculture.
- B) For the growing, harvesting, preserving, drying, pressing, canning, storing, warehousing, handling and shipping of agricultural goods, products and equipment, including irrigation, electrical and solar goods, machinery, products and equipment used in agriculture.
- C) To manufacture, sell and supply machinery and equipment used in agriculture.
- D) To finance the production and marketing of agricultural, goods and services, including irrigation, electrical and solar goods, machinery, products and equipment used in agriculture.
- E) To perform and/or furnish business and educational services for people engaged in agriculture.
- F) To promote education and research for the well being of those who use agricultural equipment, including irrigation, electrical and solar equipment, and those who benefit from the fruits of their labor.
- G) To improve the economic and social well being of the membership of the association.
- H) To teach democracy, responsibility and financial freedom.
- I) To promote and facilitate business activity between developed and developing nations.
- J) To encourage progress in agriculture, education and economy.

Article III _____
Powers: Limitations _____

Section 1. Powers

- A) To borrow money without limitation as to amount of corporate indebtedness or liability; and to give a lien on any of its property as security therefore in any manner permitted by law.

- B) To act as the agent or representative of its members in any of the activities mentioned in Article II hereof.
- C) To buy, lease, hold and exercise all privileges of ownership over such real and/or personal property as may be necessary or convenient for the conduct and operation of the business of the association or incidental thereto.
- D) To draw, make, accept, endorse, guarantee, execute and issue promissory notes, bills of exchange, drafts, warranties, certificates and all kinds of obligations and negotiable or transferable instruments for any purpose that is deemed to the objects for which this association is formed and to give a lien on any of its property as security therefore.
- E) To acquire, own and develop any interest in patents, trademarks and copyrights connected with or incidental to the association.
- F) To cooperate with other similar associations for any of the purposes for which this association is formed.
- G) To have and to exercise, in addition to the foregoing, all powers, privileges, and rights conferred on ordinary corporations and cooperative marketing associations by the laws of this State and all powers and rights incidental or conducive to carrying out the purposes for which the association is formed, except such as are inconsistent with the express provisions of the act under which this association is incorporated and to do any such thing anywhere; and the enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers which may by law be possessed by this association, all of which are hereby expressly claimed.

Section 2.

This association shall not do any act prohibited by law.

Article IV Place of Principal Office

This association shall have its principal office at 15555 NW 2nd Avenue, Suite 105, Miami, Florida 33169, and its mailing address is P.O. Box 471751, Miami, Florida 33247-1751.

Article V Period of Duration

The association shall have perpetual existence.

Article VI Directors

The number of Directors of the association shall be not less than three. The names and addresses of those who are to serve as Directors are:

- 1) Joseph Francis Bessard, 15555, NW 2nd Ave., #105, Miami, Florida 33169.
- 2) Jacob Francois Bessard, 15555, NW 2nd Ave., #105, Miami, Florida 33169.

3) Pierre Joel Decimus, 265 NE 48th Street, Miami, Florida 33137.

These three aforementioned directors shall serve as directors of the corporation until the election of their successors.

Article VII
Capital Stock

This association shall be incorporated with capital stock. The maximum and aggregate number of shares of stock that this corporation is authorized to have outstanding and to issue at any one time is 1500 shares of common stock having \$5.00 par value per share. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation and the one class of stock shall be common stock. Shareholders in common stock shall have voting rights. This association shall admit applicants to membership upon such information and conditions as are prescribed by The Board of Directors of this association or in its Bylaws. Any further fiscal provisions of the association or further description of voting rights may be incorporated into the Bylaws.

Article VIII
Supplemental Powers

In addition to the powers and authority provided for in these Articles, this association shall have each and every power authorized by the laws of Florida, and shall be authorized to do any act not inconsistent with the purposes, limitations and restrictions of Chapter 618, Florida Statutes.

Article IX
By laws

Section 1. By laws. This association shall adopt for its government and management a code of bylaws not inconsistent with the powers granted by Chapter 618, Florida Statutes. The initial code of bylaws shall be subscribed by the subscribing incorporators, and adopted at a meeting of the shareholders by a majority vote of a quorum of the shareholders attending a meeting, of which notice of the said initial code of bylaws shall have been given.

Section 2. Amendments to bylaws. Said code of bylaws may be amended only by a majority vote of a quorum of the shareholders attending a meeting of which notice of the proposed amendment of or to the bylaws shall be given. The proposed amendment shall not be submitted to a meeting of the shareholders until after first being approved by all of the Directors.

Article X
Amendments to Articles of Incorporation

The Articles of Incorporation may be altered or amended at any regular meeting or any special meeting called for that purpose. An amendment must first be approved by two-thirds of the Directors

and then adopted by a vote representing a majority of a quorum of the shareholders attending a meeting of which notice of the proposed amendment shall have been given.

Article XI
Registered Agent


The Registered Agent of the association shall be Mr. Mark M. Carroll, Esquire, whose address is: Law Offices of Mark M. Carroll, P.A., 11098 Biscayne Boulevard, Suite 204, Miami, Florida 33161, and whose telephone number is (305) 891-0036.

Article XII

The incorporators shall be:

- 1) Joseph Francis Bessard, 15555, NW 2nd Ave., #105, Miami, Florida 33169.
- 2) Jacob Francois Bessard, 15555, NW 2nd Ave., #105, Miami, Florida 33169.
- 3) Pierre Joel Decimus, 265 NE 48th Street, Miami, Florida 33137.

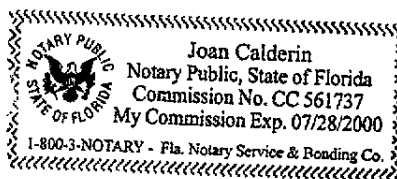
IN TESTIMONY WHEREOF, we have hereunto set our hands this 3 day
of December, 1999.


JACOB FRANÇOIS BESSARD
Planteurs Unis, Inc.
15555 Northwest Second Avenue
Suite 105
Miami, Florida 33169

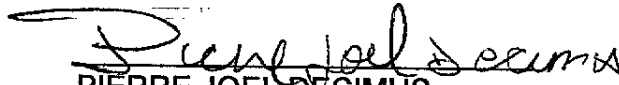
STATE OF FLORIDA)
 SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 3 day of
December, 1999 by JACOB FRANÇOIS BESSARD, who is personally known to me or
who has produced Haitian Passport # HAA 87745 as identification.
Expires May 10, 2003 U.S. Immigration Stamp Nov. 29, 1999
Issued May 11, 1998


NOTARY PUBLIC, State of Florida
At Large



IN TESTIMONY WHEREOF, we have hereunto set our hands this 4 day
of December, 1999.

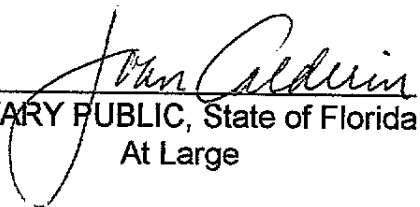


PIERRE JOEL DECIMUS
Planteurs Unis, Inc.
15555 Northwest Second Avenue
Suite 105
Miami, Florida 33169

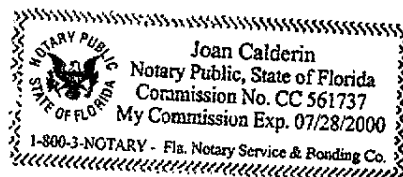
STATE OF FLORIDA)
 SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 4 day of
December, 1999 by PIERRE JOEL DECIMUS, who is personally known to me or who has
produced Florida Driver License D252-420-61-219-0 as identification.

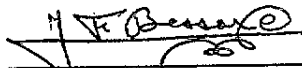
Expires 06-19-01



NOTARY PUBLIC, State of Florida
At Large



IN TESTIMONY WHEREOF, we have hereunto set our hands this 3 day
of December, 1999.




JOSEPH FRANCIS BESSARD
Planteurs Unis, Inc.
15555 Northwest Second Avenue
Suite 105
Miami, Florida 33169

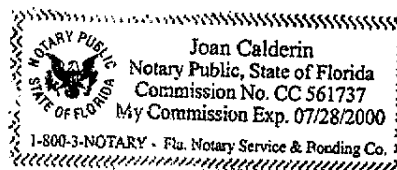
STATE OF FLORIDA)
 SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 3 day of
December, 1999 by JOSEPH FRANCIS BESSARD, who is personally known to me or who
has produced Resident Alien Card #A072125929 as identification.

Expires 03-01-06



NOTARY PUBLIC, State of Florida
At Large

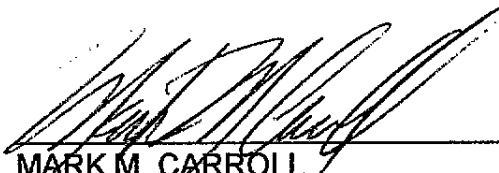


**ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT FOR
PLANTEURS UNIS, INC.**

MARK M. CARROLL, whose address is:

Law Offices of Mark M. Carroll, P.A.
11098 Biscayne Boulevard, Suite 204
Miami, Florida 33161

having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office. I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.


MARK M. CARROLL
Florida Bar No. 136252

STATE OF FLORIDA)
 SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 22 day of December, 1999 by MARK M. CARROLL, who is personally known to me.


NOTARY PUBLIC, State of Florida
At Large

