

N96000004695

AUSLEY & MCMULLIN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET
P.O. BOX 301 (21N 32302)
TALLAHASSEE, FLORIDA 32301
(904) 224-1115 FAX (904) 222-7860

RECEIVED

96 SEP 10 PM 3:55

DIVISION OF CORPORATION

September 10, 1996

Secretary of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

DX HAND DELIVERY

FOR WALK-IN SERVICE

Re: Mushroom Alliance, Inc., an Agricultural Cooperative

Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Articles of Incorporation and Resident Agent Designation for the referenced Agricultural Cooperative. Also enclosed is a check in the amount of \$139.00 for the following:

1. Filing fees	\$ 52.50
2. Certified copy of Articles	\$ 52.50
3. Registered Agent Designation	\$ 35.00
Total	\$139.00

We will sent our Messenger to pick up the certified copy tomorrow afternoon.

If you have any questions, please do not hesitate to call.

Sincerely,

Van P. Geeker

Van P. Geeker
For the Firm

300001943993
-09/11/96--01001--006
*****139.00 *****139.00

300001943993
-09/11/96--01001--007
*****1.00 *****1.00

VPG:ldv
Enclosures

vpg@hrquincy.com
012657.10394

Will wait
Dmc
9-10-96

ARTICLES OF INCORPORATION
FOR AGRICULTURAL COOPERATIVE UNDER
THE PROVISIONS OF
TITLE 36, CHAPTER 618, #618.04

FILED
96 SEP 10 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as incorporators of an agricultural cooperative marketing association, adopt the following Articles of Incorporation for such association.

ARTICLE I

The name of the association is MUSHROOM ALLIANCE, INC. and its duration shall be perpetual.

ARTICLE II

The purposes of the association are to provide mutual help in connection with the production, marketing and selling of mushrooms and mushroom products; to make the distribution of such agricultural products more efficient and economical through a national marketing program with regional production, distribution and servicing; to make the distribution of such agricultural products between producers and consumers as direct as can be officially done; to stabilize the marketing of such agricultural products; to improve conditions in the mushroom and mushroom product industry for the benefit of said members by promoting, fostering and encouraging the orderly marketing of said agricultural products through cooperation.

ARTICLE III

The address of the principal office within the State of Florida shall be 1016 West Church Street, Orlando Florida 32805.

ARTICLE IV

The term for which the cooperative is to exist is perpetual.

ARTICLE V

The number of directors shall not be less than three (3). The qualifications for directors and the procedure for increasing the number thereto shall be as provided in the Bylaws. The names and addresses of the persons who are to serve as initial directors for the first term or until their successors be elected and qualify are as follows:

NAME

1. Roger H. Claypoole

ADDRESS

One Moonlight Drive
Worthington, PA 16262

2. Richard Lazzarini, Jr. Route 4, Box 245
Quincy, FL 32351
3. Virgil Jurgensmeyer 7001 S. 580 Rd.
Miami, OK 74354

ARTICLE VI

The association is organized without capital stock, but shall issue a membership certificate to each member herein and each new member who qualifies under the conditions of membership set forth in the Bylaws. The property rights and interests of the members and the voting rights shall be equal. Members holding two-thirds (2/3rds) of the votes entitled to be cast shall constitute a quorum at annual or special meetings of members.

ARTICLE VII

The name of the registered agent is CT Corporation System and the address of the office of said agent is 1200 South Pine Island Road, Plantation Florida 33324.

ARTICLE VIII

The name and address of each incorporator is:

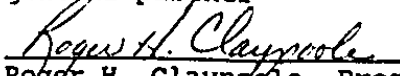
NAME	ADDRESS
1. Creekside Mushrooms Ltd.	One Moonlight Drive Worthington, PA 16262
2. J-M Farms, Inc.	7001 S. 580 Rd. Miami, OK 74354
3. Quincy Corp.	Route 4, Box 245 Quincy, FL 32351

ARTICLE IX

These Articles of Incorporation may be executed in multiple counterparts, each of which shall be deemed an original and all of which shall constitute one Articles of Incorporation as of the date of the last of the incorporating members to execute herein.

Creekside Mushrooms Ltd.
a Pennsylvania limited partnership

By: WWF Mushrooms Inc.
general partner


Roger H. Claypoole, President

J-M Farms, Inc.
an Oklahoma corporation

By: _____
Virgil Jurgensmeyer, Chairman

Quincy Corp.
a Florida corporation

By: _____
Richard Lazzarini, Jr., President

STATE OF PENNSYLVANIA)
County of Armstrong) ss.

The foregoing instrument was acknowledged before me this
23rd day of August 1996, by Roger H. Claypoole,
President of WWF Mushrooms Inc. a Pennsylvania corporation on
behalf of the corporation, as general partner of Creekside
Mushrooms Ltd.

Lynn R. Graham
Notary Public for Pennsylvania
Commission Expires: 9/27/99

Notarial Seal
Lynn R. Graham, Notary Public
West Franklin Twp., Armstrong County
My Commission Expires Sept. 27, 1999
Member, Pennsylvania Association of Notaries

STATE OF OKLAHOMA)
County of _____) ss.

The foregoing instrument was acknowledged before me this
_____ day of _____ 1996, by Virgil Jurgensmeyer,
the Chairman of J-M Farms, Inc., an Oklahoma corporation on behalf
of the corporation.

Notary Public for Oklahoma
Commission Expires: _____

STATE OF FLORIDA)
County of _____) ss.

The foregoing instrument was acknowledged before me this
_____ day of _____ 1996, by Richard Lazzarini, Jr.
the President of Quincy Corp., a Florida corporation on behalf of
the corporation.

Notary Public for Florida
Commission Expires: _____

J-M Farms, Inc.
an Oklahoma corporation
By: Virgil Jurgensmeyer
Virgil Jurgensmeyer, Chairman

Quincy Corp.
a Florida corporation
By: Richard Lazzarini, Jr.
Richard Lazzarini, Jr., President

STATE OF PENNSYLVANIA)
County of _____) ss.

The foregoing instrument was acknowledged before me this _____ day of _____ 1996, by Roger H. Claypoole, President of WWF Mushrooms Inc. a Pennsylvania corporation on behalf of the corporation, as general partner of Creekside Mushrooms Ltd.

Notary Public for Pennsylvania
Commission Expires: _____

STATE OF OKLAHOMA)
County of Ottawa) ss.

The foregoing instrument was acknowledged before me this 26 day of August 1996, by Virgil Jurgensmeyer, the Chairman of J-M Farms, Inc., an Oklahoma corporation on behalf of the corporation.

M. J. Stigler
Notary Public for Oklahoma
Commission Expires: 1-25-99

STATE OF FLORIDA)
County of Gadsden) ss.

The foregoing instrument was acknowledged before me this 4th day of September 1996, by Richard Lazzarini, Jr. the President of Quincy Corp., a Florida corporation on behalf of the corporation.

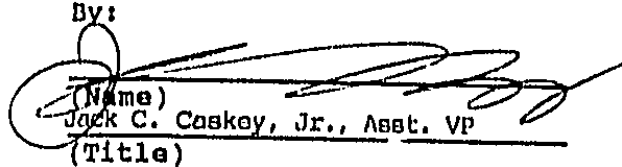
Sandra W. Pearsall
Notary Public for Florida
Commission Expires: _____

ACCEPTANCE AND ACKNOWLEDGMENT

I hereby accept and agree to act as registered agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Section 607.0503 Florida statutes.

REGISTERED AGENT:
CT CORPORATION SYSTEM

By:


(Name)
Jack C. Caskey, Jr., Asst. VP
(Title)

FILED
96 SEP 10 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N96000004695

ATTORNEYS AND COUNSELORS AT LAW

887 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32308)
TALLAHASSEE, FLORIDA 32301
(904) 884-9115 FAX (904) 884-7880

December 31, 1996

SECRETARY OF STATE
12/31/96--01004--016
*****35.00 *****35.00

Secretary of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

BY HAND DELIVERY

SECRETARY OF STATE
12/31/96--01004--016
*****52.50 *****52.50

Re: Restated Articles for Mushroom Alliance, Inc.

Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Restated Articles of Incorporation for the referenced Corporation. Also enclosed are two checks in the total amount of \$87.50 for the following:

1. Filing fees	\$ 35.00
2. Certified copy of Articles	\$ 52.50
Total	\$ 87.50

Please inform our Messenger when to pick up the certified copy, either this afternoon or on your next business day.

If you have any questions, please do not hesitate to call.

Sincerely,

Van P. Geeker

Van P. Geeker
For the Firm

VPG:ldv
Enclosures
cc: James Harold

vpg@triquinfor.com
012657.10394

Name	01/2/97
Address	
City	
State	
Zip	
Signature	
W.P. Verrier	

RECEIVED
SECRETARY OF STATE
12/31/96 PM 2:19
DIVISION OF CORPORATIONS

RESTATED
ARTICLES OF INCORPORATION
FOR AGRICULTURAL COOPERATIVE

FILED
96 DEC 31 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Agricultural Cooperative Marketing Chapter and the Florida Corporation Act, the Restated Articles of Incorporation of Mushroom Alliance, Inc. are hereby adopted as follows.

These Restated Articles of Incorporation supersede the theretofore existing Articles of Incorporation.

ARTICLE I

The name of the association is MUSHROOM ALLIANCE, INC. and its duration shall be perpetual.

ARTICLE II

The purposes of the association are to provide mutual help in connection with the production, marketing and selling of mushrooms and mushroom products; to make the distribution of such agricultural products more efficient and economical through a national marketing program with regional production, distribution and servicing; to make the distribution of such agricultural products between producers and consumers as direct as can be officially done; to stabilize the marketing of such agricultural products; to improve conditions in the mushroom and mushroom product industry for the benefit of said members by promoting, fostering and encouraging the orderly marketing of said agricultural products through cooperation.

ARTICLE III

The address of the principal office within the State of Florida shall be 1016 West Church Street, Orlando Florida 32805.

ARTICLE IV

The term for which the cooperative is to exist is perpetual.

ARTICLE V

The number of directors shall not be less than three (3). The qualifications for directors and the procedure for increasing the number thereto shall be as provided in the Bylaws. The names and addresses of the persons who are serving as director until their successors be elected and qualified are as follows:

NAME	ADDRESS
1. Fred Roberts	12505 South Avenue Extension N. Lima, OH 44452
2. Richard Lazzarini, Jr.	Route 4, Box 245 Quincy, FL 32351
3. Virgil Jurgensmeyer	7001 S. 580 Rd. Miami, OK 74354

ARTICLE VI

The association is organized without capital stock, but shall issue a membership certificate to each member herein and each new member who qualifies under the conditions of membership set forth in the Bylaws. The property rights and interests of the members and the voting rights shall be equal. Members holding two-thirds (2/3rds) of the votes entitled to be cast shall constitute a quorum at annual or special meetings of members.

ARTICLE VII

The name of the registered agent is CT Corporation System and the address of the office of said agent is 1200 South Pine Island Road, Plantation Florida 33324.

These Restated Articles of Incorporation may be executed in multiple counterparts, each of which shall be deemed an original and all of which shall constitute one Restated Articles of Incorporation as of the date of the last to execute herein.

The foregoing Restated Articles of Incorporation for Agricultural Cooperative were duly adopted by the Board of Directors and all of the members as set forth below.

BOARD OF DIRECTORS	MEMBER
Richard Lazzarini, Jr.	Quincy Farms a Florida corporation
Virgil Jurgensmeyer	J-M Farms, Inc. an Oklahoma corporation
Fred Roberts	Ohio Valley Mushroom Farms, Inc. an Ohio corporation

CERTIFICATE

This Restatement of Articles of Incorporation does not contain an amendment to the articles requiring member approval. Notwithstanding the foregoing, all the members of the association have approved the Restatement. on December 30, 1996.

Ohio Valley Mushroom Farms, Inc.
an Ohio corporation

By: Fred Roberts
Fred Roberts, President

J-M Farms, Inc.
an Oklahoma corporation

By: _____
Virgil Jurgensmeyer, Chairman

Quincy Corp.
a Florida corporation

By: _____
Richard Lazzarini, Jr., President

STATE OF FLORIDA)
) ss.
County of _____)

The foregoing instrument was acknowledged before me this
30th day of December 1996, by Richard Lazzarini, Jr., the
President of Quincy Corp., a Florida corporation on behalf of the
corporation.

Notary Public for Florida
Commission Expires: _____

CERTIFICATE

This Restatement of Articles of Incorporation does not contain an amendment to the articles requiring member approval. Notwithstanding the foregoing, all the members of the association have approved the Restatement.

Ohio Valley Mushroom Farms, Inc.
an Ohio corporation

By: _____
Fred Roberts, President

J-M Farms, Inc.
an Oklahoma corporation

By: Virgil Jurgansmeyer
Virgil Jurgansmeyer, Chairman

Quincy Corp.
a Florida corporation

By: _____
Richard Lazzarini, Jr., President

STATE OF FLORIDA)
) ss.
County of _____)

The foregoing instrument was acknowledged before me this
30th day of December 1996, by Richard Lazzarini, Jr., the
President of Quincy Corp., a Florida corporation on behalf of the
corporation.

Notary Public for Florida
Commission Expires: _____

CERTIFICATE

This Restatement of Articles of Incorporation does not contain an amendment to the articles requiring member approval. Notwithstanding the foregoing, all the members of the association have approved the Restatement.

Ohio Valley Mushroom Farms, Inc.
an Ohio corporation

By: _____
Fred Roberts, President

J-M Farms, Inc.
an Oklahoma corporation

By: _____
Virgil Jurgensmeyer, Chairman

Quincy Corp.
a Florida corporation

By: Richard Lazzarini, Jr.
Richard Lazzarini, Jr., President

STATE OF FLORIDA }
County of Godsden } ss.

The foregoing instrument was acknowledged before me this 30th day of December 1996, by Richard Lazzarini, Jr., the President of Quincy Corp., a Florida corporation on behalf of the corporation.



"OFFICIAL SEAL"
Elizabeth Vickery
My Commission Expires 3/10/97
Commission #CC 264083

Elizabeth Vickery
Notary Public for Florida
Commission Expires: 3/10/97

N96000004695

AUSLEY & MCMULLIN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET
P.O. BOX 301 (ZIP 32301)
TALLAHASSEE, FLORIDA 32301
(850) 224-0115 FAX (850) 222-7590

Writer's Direct Line: 904/425-5495

September 30, 1997

Secretary of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

BY HAND DELIVERY

Miss

300002307893--9
-09/30/97--01071--002
*****35.00 *****35.00

Re: MUSHROOM ALLIANCE, INC. - Articles of Dissolution

Dear Sir or Madam:

Enclosed for filing are Articles of Dissolution for the referenced Agricultural Cooperative. Please note the counterpart signature pages containing the signatures of all the parties.

Also enclosed is our client's check in the amount of \$35.00 for the filing fee.

Our Messenger will return tomorrow to pick up your letter acknowledgment. If there are any questions, please do not hesitate to call.

Sincerely,

Van P. Geeker

Van P. Geeker
For the Firm

VPG:ldv
Enclosures

vpg\lfr\aos-mushroom.dis
012657.10394

9/30/97

Bill

Bill
Bill
Bill

FILED
97 SEP 30 AM 10:31
TALLAHASSEE, FLORIDA

97 SEP 30 PM 2:07
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
FOR AGRICULTURAL COOPERATIVE

FILED
97 SEP 30 AM 10:37
TALLAHASSEE, FLORIDA

Pursuant to the Florida Agricultural Cooperative Marketing Chapter and the Florida Corporation Act, the Articles of Dissolution of Mushroom Alliance, Inc. are hereby adopted as follows.

ARTICLE 1

The name of the association is MUSHROOM ALLIANCE, INC.

ARTICLE 2

The Articles of Incorporation were filed on September 10, 1996 and the Restated Articles of Incorporation were filed on December 31, 1996.

ARTICLE 3

The association has not commenced business.

ARTICLE 4

No debt of the association remains unpaid.

ARTICLE 5

No assets of the association remain to be distributed.

ARTICLE 6

The foregoing Articles of Dissolution for Agricultural Cooperative were unanimously adopted by the Board of Directors identified in the Restated Articles of Incorporation, namely Richard Lazzarini, Jr., Virgil Jurgensmeyer and Fred Roberts, as evidenced by their signature below.

These Articles of Dissolution shall be effective as of the date of filing with the Florida Department of State.

WRITTEN CONSENT OF ALL MEMBERS

Each of the members of the association hereby approves the dissolution of the association, the Articles of Dissolution thereto and consents by execution herein.

These Articles of Dissolution may be executed in multiple counterparts, each of which shall be deemed an original and all of which shall constitute one Articles of Dissolution.

BOARD OF DIRECTORS

Fred Roberts
Fred Roberts

MEMBER

Ohio Valley Mushroom Farms, .
an Ohio corporation

By: Fred Roberts
Fred Roberts, President

J-M Farms, Inc.
an Oklahoma corporation

By: _____
Virgil Jurgensmeyer, Chairman

Virgil Jurgensmeyer

Quincy Corp.
a Florida corporation

By: _____
Richard Lazzarini, Jr, President

Richard Lazzarini, Jr.

STATE OF FLORIDA)
) ss.
County of _____)

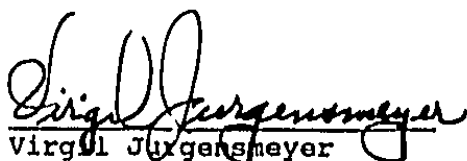
The foregoing instrument was acknowledged before me this _____ day of _____ 1997, by Richard Lazzarini, Jr., the President of Quincy Corp., a Florida corporation on behalf of himself and of the corporation.

Notary Public for Florida
Commission Expires: _____

These Articles of Dissolution may be executed in multiple counterparts, each of which shall be deemed an original and all of which shall constitute one Articles of Dissolution.

BOARD OF DIRECTORS

Fred Roberts


Virgil Jurgensmeyer

MEMBER

Ohio Valley Mushroom Farms, Inc.
an Ohio corporation

By: _____
Fred Roberts, President

J-M Farms, Inc.
an Oklahoma corporation

By: 
Virgil Jurgensmeyer, Chairman

Quincy Corp.
a Florida corporation

By: _____
Richard Lazzarini, Jr., President

STATE OF FLORIDA)
) ss.
County of _____)

The foregoing instrument was acknowledged before me this _____ day of _____ 1997, by Richard Lazzarini, Jr., the President of Quincy Corp., a Florida corporation on behalf of himself and of the corporation.

Notary Public for Florida
Commission Expires: _____

These Articles of Dissolution may be executed in multiple counterparts, each of which shall be deemed an original and all of which shall constitute one Articles of Dissolution.

BOARD OF DIRECTORS

Fred Roberts

Virgil Jurgensmeyer


Richard Lazzarini, Jr.

MEMBER

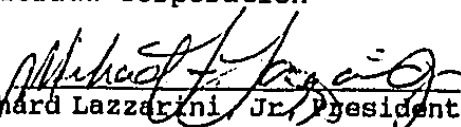
Ohio Valley Mushroom Farms, Inc.
an Ohio corporation

By: _____
Fred Roberts, President

J-M Farms, Inc.
an Oklahoma corporation

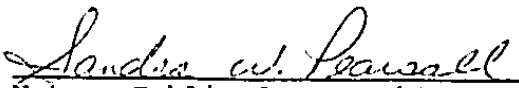
By: _____
Virgil Jurgensmeyer, Chairman

Quincy Corp.
a Florida corporation

By: 
Richard Lazzarini, Jr., President

STATE OF FLORIDA)
) ss.
County of Gadsden)

The foregoing instrument was acknowledged before me this 14th day of August 1997, by Richard Lazzarini, Jr., the President of Quincy Corp., a Florida corporation on behalf of himself and of the corporation. *Personally known to me.*



Notary Public for Florida
Commission Expires: _____

SANDRA W. PEARSALL
Notary Public, State of Florida
My comm. expires Feb. 24, 1999
Comm. No. CC 434930