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ROSCENI, MONTGOMERY
ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(904) 224-9115 FAX (904) 222-7560

December 31, 1996

300002042753--7
-12/31/96--01084--015
*****35.00 *****35.00

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

BY HAND DELIVERY

300002042753--7
-12/31/96--01084--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@hrquinlan.com
012657.10394

Name	James Harold
Address	212/97
County	Alachua
Examiner	Thompson, Esq.
Register	ADH
Verifier	ADH
Acknowledgement	ADH
W.P. Verifier	ADH

FILED
DEC 31 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
DEC 31 PM 2:19
OFFICE OF THE SECRETARY OF STATE

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:

NAMEADDRESS

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 Jurgensmeyer
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

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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 Gadsden) 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 264033

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