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JOHN A. YAUN

ATTORNEY AT LAW

P.O. BOX 756

CLEWISTON, FLORIDA 33440

848 WEST VENTURA AVENUE

TELEPHONE: (941) 983-8175

TELECOPIER (941) 983-0220

February 14, 2000

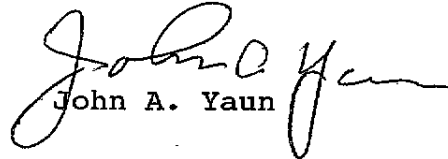
The Honorable Sandra Mortham
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Dear Madam:

Enclosed please find the original and one copy of proposed
Articles of Incorporation for SMS Farms, Inc., along with my check
payable to your order in the amount of \$122.50.

Please file the Articles, certify the enclosed copy and return
it to me with the Certificate of Incorporation.

Sincerely,


John A. Yaun

JAY/mkc
Enclosures

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****122.50 *****78.75

OK
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ARTICLES OF INCORPORATION

OF

SMS FARMS, INC.

FILED

2000 FEB 17 PM 12:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, do hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is SMS FARMS, INC.

ARTICLE II

This Corporation is formed for the purpose of engaging in any lawful activity or business permitted under the laws of the United States of America, State of Florida, or any other state or country.

ARTICLE III

The maximum number of shares of common stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares, each having a par value of \$1.00 Dollar per share. The consideration to be paid for each share shall be fixed by the Corporation.

ARTICLE IV

The amount of capital with which this Corporation will begin business is \$500.00 Dollars.

ARTICLE V

This Corporation is to exist perpetually.

ARTICLE VI

No officer, director or shareholder shall be personally liable for any debts of this Corporation.

ARTICLE VII

The street address of the initial principal office is 848 West Ventura Avenue, Clewiston, Florida 33440 and the initial Registered Agent's name at that address is John A. Yaun. The mailing address at that street address is 848 West Ventura Avenue, Clewiston, Florida 33440.

ARTICLE VIII

The Corporation shall have one or more directors as provided in the By-Laws. All actions of the

Corporation which are required of the shareholders or directors shall require at least a majority affirmative vote of said shareholders or directors and the shareholders may provide that the business of the Corporation shall be managed by the shareholders of this Corporation, rather than by a Board of Directors.

ARTICLE IX

The name and address of the first Board of Directors and the subscribers to these Articles of Incorporation, together with the number of shares of stock and consideration therefor are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
John A. Yaun	848 West Ventura Avenue Clewiston, Florida 33440	500	\$500.00

Said Directors shall hold office until the first annual meeting of the shareholders, and their successors shall have been elected and qualified.

ARTICLE X

The date when Corporate existence shall commence shall be upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided in any By-Laws and may be amended at any regular or special shareholders meeting called for such purpose upon a majority of affirmative vote of all the shareholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned do hereby affix their hands and seals for the purpose of forming the above Corporation this 14th day of February, 2000.

John A. Yaun (Seal)
John A. Yaun

STATE OF FLORIDA
COUNTY OF HENDRY

The foregoing instrument was acknowledged before me this 14th day of Feb., 2000, by JOHN A. YAUN, (✓) who is personally known to me or () who has produced _____ as identification.

Mary K. Comliss
Notary Public, State of Florida

(Typed or printed name of Notary)

My commission expires: _____

(Seal)

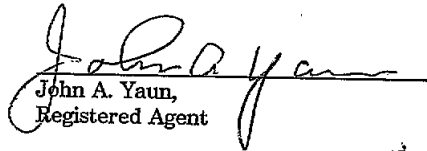


Mary K. Comliss
MY COMMISSION # CC752361 EXPIRES
October 19, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

That SMS FARMS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in Articles of Incorporation, at the City of Clewiston, County of Hendry, State of Florida, has named JOHN A. YAUN, Hendry County, Florida, whose street address is 848 West Ventura Avenue, Clewiston, Florida 33440, as Agent to accept service of process within this State. The mailing address of the Registered Agent is 848 West Ventura Avenue, Clewiston, Florida 33440.

Having been named to accept service of process for the above stated Corporation, at the place designated in the Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48, Florida Statutes, relative to keeping open said office.


John A. Yaun,
Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA