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DEPT. OF STATE
TALLAHASSEE, FLORIDA

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November 8, 2000

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Amend + Restate Arts
11-21-00
BR

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Re: World Citrus.com, Inc.
Name Change to Global Ag Exchange, Inc.

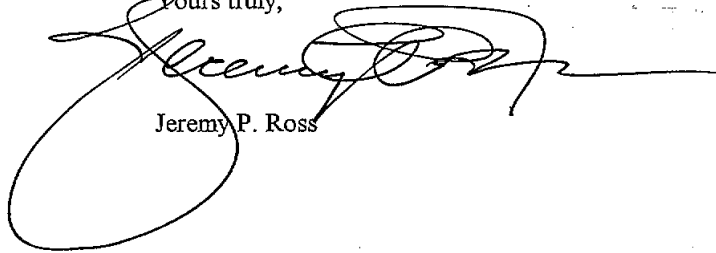
Ladies and Gentlemen:

Your records will reflect that on October 5, 2000, Articles of Amendment to the Articles of Incorporation of World Citrus.com, Inc., Florida corporation initially formed on March 20, 2000, were filed with your office. An examination of those Articles of Amendment will reveal that they were executed by Baxter Troutman, in his ostensible capacity as the corporation's sole incorporator. A review of the corporation's initial filing will affirm, however, that the corporation's incorporator was John R. Alexander rather than Mr. Troutman. Moreover, the corporation's organizational written action was executed as of March 23, directors and officers were then selected, and shares of the corporation's single class of capital stock were issued to five shareholders. Accordingly, we are, on behalf of the corporation, filing supplemental Articles of Amendment which reflect the same name change action as was identified in the previous filing, but additionally evidence the necessary affirmative vote of the holders of a majority of the corporation's outstanding shares and the signature of the corporation's president and chief executive officer rather than an incorporator. Our firm check in the amount of \$35.00 is enclosed with this letter in satisfaction of the requisite filing fee.

You will also find enclosed an original, executed set of Articles of Amendment to and Restatement of the Articles of Incorporation of the entity. Once the Articles of Amendment referenced in the preceding paragraph have been filed for record, I will appreciate having you file the enclosed Articles of Amendment and Restatement. To assist you in that undertaking, we enclose a separate firm check in the amount of \$35.

Needless to say, if you have any questions concerning this filing, please call me at your convenience.

Yours truly,

A handwritten signature in black ink, appearing to read "Jeremy P. Ross", with a large, stylized loop at the end.

Jeremy P. Ross

JPR/bar
Enclosures
213183.1

ARTICLES OF AMENDMENT TO AND RESTATEMENT OF THE
ARTICLES OF INCORPORATION OF GLOBAL AG EXCHANGE, INC.

GLOBAL AG EXCHANGE, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation, as originally filed with the Florida Department of State on March 20, 2000, are hereby amended in their entirety and, as so amended, are restated to read as follows:

ARTICLE I
Corporate Name and Principal Office

The name of this corporation is GLOBAL AG EXCHANGE, INC. and its principal office and mailing address is 212 East Stuart Avenue, Lake Wales, Florida 33853.

ARTICLE II
General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE III
Capital Stock

Section 3.1 **Capitalization**. The aggregate number of shares of capital stock authorized to be issued by the Corporation shall be 10,000,000 shares of common stock, each with a par value of \$.01 (the "Common Stock"), and 10,000,000 shares of preferred stock, each with a par value of \$.01 (the "Preferred Stock"). Each share of issued and outstanding Common Stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the Common Stock, as well as in the net assets of the corporation upon liquidation or dissolution, but each such share shall be subject to the rights and preferences of the Preferred Stock as hereinafter set forth.

Section 3.2 **Issuance of Series of Preferred Stock**. The Preferred Stock may be issued from time to time in one or more series in any manner permitted by law, as determined from time to time by the Board of Directors and stated in any resolution providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it, each series to be appropriately designated, prior to the issuance of any shares thereof, by some distinguishing letter, number or title. All shares of each series of Preferred Stock shall be alike in every particular and of equal rank, have the same powers, preferences and rights and be subject to the same qualifications, limitations and restrictions, without distinction between the shares of different series thereof, except in regard to the following particulars, which may differ as to different series:

- (a) the periodic or other rate of dividends payable and the dates from which such dividends shall commence to accrue, if at all;

- (b) the manner in which, if at all, shares of a particular series may be redeemed and the amount payable upon a share redemption;
- (c) the amount payable upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation;
- (d) the provisions of any sinking fund established with respect to the shares of a series;
- (e) the terms and rates of conversion or exchange, if shares of a series are convertible or exchangeable; and
- (f) the provisions as to voting rights, if any, associated with shares of a series.

Before any shares of a particular series of Preferred Stock are issued, the designations of such series and its terms in respect of the foregoing particulars shall be fixed and determined by the Board of Directors in any manner permitted by law and stated in a resolution providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it. Such designations and terms shall be set forth in full or summarized on the certificates for such series. The Board of Directors may increase the number of such shares by providing that any unissued shares of Preferred Stock shall constitute part of such series, or may decrease (but not below the number of shares thereof then outstanding) the number of shares of any series of Preferred Stock already created by providing that any unissued shares previously assigned to such series shall no longer constitute part thereof. The Board of Directors is hereby empowered to classify or reclassify any unissued shares of Preferred Stock by fixing or altering the terms thereof in respect of the above-referenced particulars and by assigning the same to an existing or newly established series from time to time before the issuance of such shares.

The holders of shares of each series shall be entitled to receive, out of any funds legally available therefor, when and as declared by the Board of Directors, cash dividends at such rate per annum as shall be fixed by resolution of the Board of Directors for such series, payable periodically on the dates fixed by the Board of Directors for the series. Such dividends may be cumulative or non-cumulative, deemed to accrue from day to day regardless of whether or not earned or declared, and may commence to accrue on each share of Preferred Stock from such date or dates, all as may be determined and stated by the Board of Directors prior to the issuance thereof. The Corporation shall make dividend payments ratably upon all outstanding shares of Preferred Stock in proportion to the amount of dividends accrued thereon to the date of such dividend payment, if any.

As long as any shares of Preferred Stock shall remain outstanding, no dividend (other than a dividend payable in shares ranking junior to such Preferred Stock with respect to the payment of dividends or liquidating assets) shall be declared or paid upon, nor shall any distribution be made or ordered in respect of, shares of the Common Stock or any other class of shares ranking junior to the shares of such Preferred Stock as to the payment of dividends or liquidating assets, nor shall any monies (other than the net proceeds received from the sale of shares ranking junior to the shares of such Preferred Stock as to the payment of dividends or liquidating assets) be set aside for or applied to the purchase or redemption (through a sinking fund or otherwise) of shares of the Common Stock or of any other class of shares ranking junior to the shares of such Preferred Stock as to dividends or assets unless:

(a) all dividends accrued with respect to the shares of Preferred Stock of all series for past dividend periods shall have been paid and the full dividend on all outstanding shares of Preferred Stock of all series for the then current dividend period shall have been paid or declared and set apart for payment; and

(b) the Corporation shall have set aside all amounts, if any, required to be set aside as and for sinking funds, if any, for the shares of Preferred Stock of all series for the then current year, and all defaults, if any, in complying with any such sinking fund requirements in respect of previous years shall have been cured.

The Corporation, at the option of the Board of Directors, may at any time redeem the whole, or from time to time any part, of any series of Preferred Stock, subject to such limitations as may be adopted by the Board authorizing the issuance of such shares, by paying therefor in cash the amount which shall have been determined by the Board of Directors, in the resolution authorizing such series, to be payable upon the redemption of such shares at such time. Redemption may be made of the whole or any part of the outstanding shares of any one or more series, in the discretion of the Board of Directors; but if the redemption shall be effected only with respect to a part of a series, the shares to be redeemed may be selected by lot, or all of the shares of such series may be redeemed pro rata, in such manner as may be prescribed by resolution of the Board of Directors.

Subject to the foregoing provisions and to any qualifications, limitations or restrictions applicable to any particular series of Preferred Stock which may be stated in the resolution providing for the issuance of such series, the Board of Directors shall have authority to prescribe from time to time the manner in which any series of Preferred Stock shall be redeemed.

Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the shares of Preferred Stock of each series shall be entitled, before any distribution shall be made with respect to shares of Common Stock or to any other class of shares junior to the shares of Preferred Stock as to the payment of dividends or liquidating assets, to be paid the full preferential amount fixed by the Board of Directors for such series as herein authorized; and thereafter shall be entitled to such further payment, if any, as shall be specified in the Board of Director resolution establishing the series. If upon such liquidation or dissolution of the Corporation, whether voluntary or involuntary, the net assets of the Corporation shall be insufficient to permit the payment to all outstanding shares of Preferred Stock of all series of the full preferential amounts to which they are respectively entitled, the entire net assets of the Corporation shall be distributed, in the order of seniority, fully as to each series with respect to which there are adequate net assets to satisfy the preferential amount and, as to the most senior series with respect to which there are inadequate net assets, ratably in proportion to the full preferential amount to which each share of that series is entitled. Neither a consolidation nor a merger of the Corporation with or into any other entity nor the sale of all or substantially all of the assets of the Corporation shall be deemed to be a liquidation or dissolution within the meaning of this paragraph.

ARTICLE IV

Registered Office and Agent

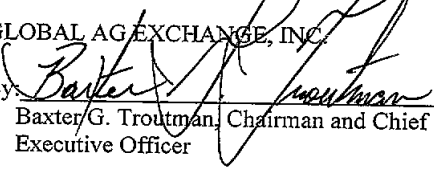
The street address of the registered office of the corporation shall be 212 East Stuart Avenue, Lake Wales, Florida, and the registered agent of the corporation at such address is John R. Alexander.

2. The foregoing amendment and restatement shall become effective as of the close of business on the date these Articles of Amendment and Restatement are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendment and restatement recited in Section 1. above has been duly adopted in accordance with the provisions of §§607.1003, .1007 and .0704, Florida Statutes, the Board of Directors of the Corporation having adopted a resolution setting forth the content thereof in its entirety and declaring its advisability; the holders of a majority of the issued and outstanding shares of the Corporation's single class of capital stock having approved such amendment and restatement by executed written action, all as of October 12, 2000; there being no requirement under the Florida Business Corporation Act, the Corporation's existing Articles of Incorporation or Bylaws, or any resolution of the Corporation's Board of Directors for such an action to be approved by any greater vote; and the number of shareholder votes cast for such amendment and restatement therefore being sufficient for approval.

IN WITNESS WHEREOF, GLOBAL AG EXCHANGE, INC. has caused these Articles of Amendment and Restatement to be prepared under the signature of its sole incorporator this 12th day of October 2000.

GLOBAL AG EXCHANGE, INC.

By: 
Baxter G. Troutman, Chairman and Chief
Executive Officer

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