

PO00000083414
AGRIMAX INTERNATIONAL, CORP.

Miami, August 23, 2000

FLORIDA DEPARTMENT OF STATE
Office of The Secretary of State
Division of Corporations
News Filings Section
Corporate Specialists
Tallahassee, Florida

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-08/30/00--01070--017
*****78.75 *****78.75

Dear Sirs:


We are enclosing the articles of Incorporation for AGRIMAX INTERNATIONAL, CORP., in order to be filed in your office and be assigned with a document number.

We also request for a Certification, stating that AGRIMAX INTERNATIONAL, CORP., is a Florida Corporation and its Articles of Incorporation are already filed in your office.

We also submit with this letter, a check in the amount of US\$78.75 to cover the due fee.

Once we receive your certification, we will proceed to obtain a FEI with the IRS, requesting the form SS-4.

Very Truly Yours,


RAMON ALFREDO FLOREZ GARCIA
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AGRIMAX INTERNATIONAL, CORP.

RAMON ALFREDO FLOREZ GARCIA, LELIA AMANDA GARCIA VANEGAS AND MIGUEL DE JESUS ORREGO TABORDA, FOR THE PURPOSE OF FORMING A CORPORATION, UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

I
NAME

THE NAME OF THE CORPORATION SHALL BE:

AGRIMAX INTERNATIONAL, CORP.

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE: 4660 SW, 74TH AVENUE, MIAMI, FLORIDA, 33155.

II
NATURE OF BUSINESS

THE MAIN PURPOSE OF THIS CORPORATION IS: WHOLESAL AND DISTRIBUTION OF IRRIGATION PRODUCTS, AND IT MAY ENGAGE IN OR TRANSACT ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAW OF THE UNITED STATES, THE STATE OF FLORIDA, OR ANY OTHER STATE, COUNTRY, TERRITORY OR NATION.

II
CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK AND ITS PAR VALUE THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS: ONE HUNDRED (100) SHARES AT \$1.00 PAR VALUE.

IV
DURATION

THE EXISTANCE OF THIS CORPORATION IS PERPETUAL.

V
REGISTERED OFFICE

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS:
4660 S.W., 74TH AVENUE
MIAMI, FLORIDA 33155

THE PREVIOUS ADDRESS WILL ALSO BE THE INITIAL STREET ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IN FLORIDA.

VI
CORPORATE AGENT

AGRIMAX INTERNATIONAL, CORP., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED **RAMON ALFREDO FLOREZ GARCIA**, LOCATED AT 4660 S.W., 74TH AVE., AS ITS AGENT TO ACCEPT SERVICE OF PROCESS

SIGNATURE

PRESIDENT

TITLE

CORPORATE OFFICER

DATE

Aug 23 /00

HAVING BEEN TO ACCEPT SERVICE OF PROGRESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES

SIGNATURE

RAMON ALFREDO FLOREZ GARCIA

DATE

Aug 23 /00

VII

DIRECTORS

THE BOARD OF DIRECTORS OF THE CORPORATION SHALL CONSIST OF THREE (3) MEMBERS. THE NAME AND STREET ADDRESS OF THE INITIAL BOARD OF DIRECTORS OF THIS CORPORATION, WHO SHALL HOLD OFFICE UNTIL THEIR SUCESSORS ARE ELECTED, ARE:

RAMON ALFREDO FLOREZ GARCIA
4660 S.W., 74TH AVENUE
MIAMI, FL 33155

PRESIDENT

MIGUEL DE JESUS ORREGO TABORDA
4660 S.W., 74TH AVENUE
MIAMI, FL 33155

VICEPRESIDENT

LELIA AMANDA GARCIA VANEGAS
4660 S.W., 74TH AVENUE
MIAMI, FL 33155

TREASURER, SECRETARY

VIII

INCORPORATORS

THE NAME AND STREET ADDRESS OF THE INCORPORATORS OF THESE ARTICLES OF INCORPORATION, ARE:

RAMON ALFREDO FLOREZ GARCIA
4660 S.W., 74TH AVENUE
MIAMI, FL 33155

LELIA AMANDA GARCIA VANEGAS
4660 S.W., 74TH AVENUE
MIAMI, FL 33155

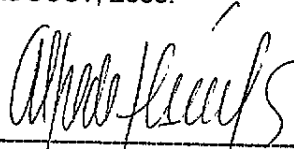
MIGUEL DE JESUS ORREGO TABORDA
4660 S.W., 74TH AVENUE
MIAMI, FL 33155

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TALLAHASSEE, FLORIDA

IX
RIGHT TO AMEND ARTICLES OF INCORPORATION

THE CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THE ARTICLES OF INCORPORATION OR ANY AMENDMENT HERETO, AND ANY WRITING INFERRED UPON THE SHAREHOLDERS SHALL BE SUBJECT TO THIS RESERVATION.

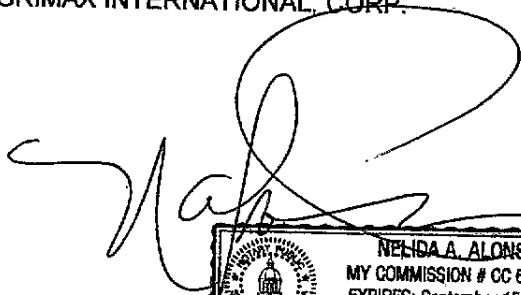
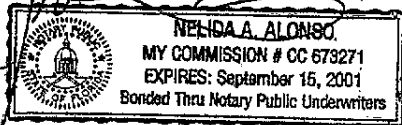
IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 20TH DAY OF AUGUST, 2000.



RAMON ALFREDO FLOREZ GARCIA
PRESIDENT

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

THE FORGOING INSTRUMENT WAS ACKNOWLEDGED AND SWORN TO BEFORE ME THIS 20TH DAY OF AUGUST 2000, PERSONALLY BY RAMON ALFREDO FLOREZ GARCIA OF AGRIMAX INTERNATIONAL, CORP.

NELIDA A. ALONSO
MY COMMISSION # CC 673271
EXPIRES: September 16, 2001
Bonded Thru Notary Public Underwriters