

LYONS AND LYONS
CERTIFIED PUBLIC ACCOUNTANTS

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Maccleddy, Florida 32063

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P01 0000 15 739

February 7, 2001

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

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*****78.75 *****78.75

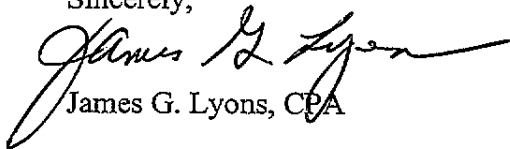
EXPIRATION DATE
2-5-01

Re: Greens-Are-Us, Inc.

Ladies and Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, and Resident Agent Certificate, in connection with the above new corporation. Also enclosed is a check payable in the amount of \$78.75 to cover the filing fees. Please file the Articles of Incorporation and return one certified copy to the registered agent at your earliest convenience.

Sincerely,


James G. Lyons, CPA

FILED
01 FEB -9 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED FEB 12 2000

**Articles of Corporation
Of
Green -Are -Us, Inc.**

Article I. Name

The name of this corporation is:

Green - Are - Us, Inc.

Article II. Nature of Business

The general nature of the business to be transacted by this corporation is the ownership and operation of a vegetable wholesale processing center.

- (a) To invest, reinvest, deal in, sell, or lease or otherwise dispose of items of personal and real property, of all kinds, classes and description, of whatsoever nature, in the State of Florida, or in any other state or country and to furnish other services and to engage in any and all other business activities.
- (b) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in and deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, cooperative association, mutual fire insurance protection, cooperative association, fraternal benefit society, state fair or exposition.
- (c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.
- (d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.
- (e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- (f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the stock of, or any bonds, securities, or other evidences of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges, of ownership, including the right to vote such stock.
- (g) To enter into and be a member of or a party to partnerships, limited and general, and joint ventures.
- (h) In addition to the powers herein expressly stipulated, this corporation shall have all general corporate rights, powers, privileges and immunities otherwise existing from time to time under the laws of the State of Florida.

EFFECTIVE DATE
2-5-01

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TALLAHASSEE, FLORIDA

Articles III. Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common voting stock having a par value of One Dollar (\$1.00) per share.

Article IV. Address

The principal office of this corporation in the State of Florida is located on 16150 Crews Road, Glen St. Mary, Florida 32040. The Board of Directors may from time to time move the principal office to any other address in Florida.

Article V. Directors

This corporation shall have one (2) director initially. The number of directors may be increased or diminished from time to time, pursuant to by-laws adopted by the stockholders, but shall never be less than one (1) nor more than five (5).

Article VI. Initial Director

The name and address of the original member of the Board of Directors is:

<u>Name</u>	<u>Address</u>
Sonja K. Fish	16150 Crews Road Glen St. Mary, Florida 32040
Aaron B. Fish	16150 Crews Road Glen St. Mary, Florida 32040

Article VII. Subscribers

The name and street address of the subscribers of these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Sonja K. Fish	16150 Crews Road Glen St. Mary, Florida 32040
Aaron B. Fish	16150 Crews Road Glen St. Mary, Florida 32040

Article VIII. Resident Agent

The name and street address of the initial registered agent of this corporation, upon whom service of process may be made, is as follows:

<u>Name</u>	<u>Address</u>
Sonja K. Fish	16150 Crews Road Glen St. Mary, Florida 32040

Article IX. Amendments. By-Laws and Officers

- (a) These Articles of Incorporation may be amended in any manner from time to time as permitted by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote therein, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.
- (b) The initial by-laws of this corporation shall be adopted by the first board of directors. The by-laws may be amended from time to time as provided therein.
- (c) Ownership of stock shall not be required to make any person eligible to hold office either as an officer or director of this corporation.
- (d) Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.
- (e) The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Article X. Date of Corporation Existence

The date of existence of this corporation shall be February 5, 2001

Sonja K. Fish
Subscriber

State of Florida)) ss.
County of Baker)

The foregoing instrument was acknowledged before me this 7th day of February 2000, by Sonja K. Fish, who is personally known to me or who has produced _____ as identification.

Notary Public,
State of Florida at Large

NOTARY PUBLIC - STATE OF FLORIDA
JULIE B. COMBS
COMMISSION # CCB27007
EXPIRES 4/18/2003
BONDED THRU ASA 1-888-NOTARY

**Certificate Designating Place of Business or Domicile for the Service of Process
Within This State, Naming Agent Upon Whom Process May Be Served.**

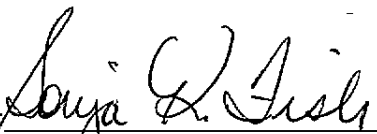
In pursuance of Sections 48.091 and 607.034, Florida Statutes,
the following is submitted in compliance with said Provisions.

First, that **Green Are Us, Inc.**, desiring

To organize under the laws of the State of Florida with it's principal
office, as indicated in the Articles of Incorporation, at City of Glen St. Mary,
Baker County, Florida, has named Sonja K. Fish located at 16150 Crews Road,
Glen St. Mary, Florida 32040, County of Baker, State of Florida, as its agent
to accept service of process within this state.

Acknowledgement:

Having been named to accept service of process of the above stated
corporation, at place designated in this certificate, I hereby accept to
act in this capacity, and agree to comply with the provisions of said Act
relative to keeping open said office.

By 
Sonja K. Fish
Resident Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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