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Florida Department of State
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DIVISION OF CORPORATIONS
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FLORIDA PROFIT CORPORATION OR P.A.

UMABK AGRICULTURE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF UMABK AGRICULTURE, INC.**

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DIVISION OF CORPORATIONS
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The undersigned incorporator of these Articles of Incorporation, being a natural person competent to contract, hereby presents these Articles of Incorporation to the Secretary of State for the State of Florida for the formation of a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is UMABK AGRICULTURE, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be:

A. To engage in the business of the purchase and sale of agricultural machinery and equipment and such other business as permitted under the laws of the State of Florida;

B. To invest the funds of this corporation in real estate; mortgages; stocks; bonds; or any other type of investment, and to own real and personal property necessary for the operation of the business; and

C. To transact any lawful business for which corporations may be formed under the laws of the State of Florida.

ARTICLE III

A. This corporation is to have perpetual existence.

B. The corporate existence of this corporation shall commence five (5) days prior to the date of filing hereof.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five thousand (5000) shares of common stock having no par value.

ARTICLE V

The name of the initial registered agent and the street address of the initial registered agent's office are as follows:

Registered Agent:

Mark C. Rutecki, Esq.

Address of Initial Registered Agent:

1022 Jeater Bend Drive, Celebration, FL 34747

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ARTICLE VI

The corporation elects to have preemptive rights with respect to all issuance of shares including, but not limited to: (a) shares issued as compensation to directors, officers, agents or employees of the corporation or its subsidiaries or affiliates; (b) shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates; and (c) shares issued within six months from the effective date of incorporation.

ARTICLE VII

The name and post office address of the Incorporator to these Articles of Incorporation shall be:

Name:

Address of Incorporator:

Raffaello Sessoms

637 Celebration Avenue, Celebration, Florida 34747

ARTICLE VIII

The initial By-Laws shall be adopted by the corporation's first Board of Directors. Thereafter, the power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and the directors of the corporation in the manner set forth in the By-Laws.

ARTICLE IX

The corporation shall have one director initially. Thereafter, the number of directors may be increased or decreased in the manner set forth in the By-Laws, but in no event shall there be less than one director.

ARTICLE X

The name and address of the initial director is as follows:

Name:

Address of Initial Director:

Raffaello Sessoms

637 Celebration Avenue, Celebration, Florida 34747

ARTICLE XI

The Board of Directors may from time to time move the principle office and mailing address of the corporation to any address in Florida. The initial address of the principle office in the State of Florida and the mailing address of the corporation are as follows:

Mailing Address:

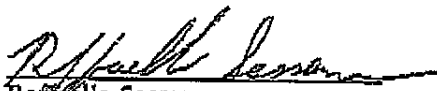
P.O. Box 470546, Celebration, Florida 34747

Principle Office Address:

637 Celebration Avenue, Celebration, FL 34747

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IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 5th day of October 2001.


Raffaelo Sessoms

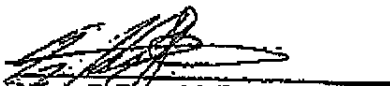
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

UMABK Agriculture, Inc. desiring to organize under the laws of the State of Florida, with its corporate mailing address, as indicated in the Articles of Incorporation, at City of Celebration, County of Osceola, State of Florida, has named as its Registered Agent to accept service of process in the State of Florida:

Mark C. Rutecki, Esq.
Mark Rutecki & Associates, P.A.
1022 Jeater Bend Drive
Celebration, Florida 34747
Office: (407) 566-9503

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES.


Mark C. Rutecki, Esq.
Registered Agent

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