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514 PRESERVE POINT SOUTH
JUPITER, FLORIDA 33458
(561) 744-8209

June 5, 2002

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*****87.50 *****87.50

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

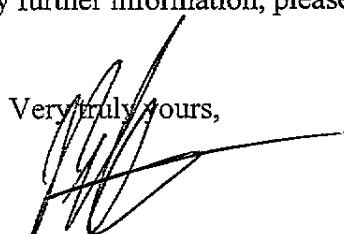
Re.: Jupiter Fertilizer and Chemical Distribution, Inc.

Dear Sir or Madam:

Enclosed please find a check in the amount of \$87.50 for the filing of the enclosed Articles of Incorporation, Designation of Registered Agent, and a certified copy of the Articles of Incorporation. Please return the certified copy of the Articles to me at the above address.

If you have any questions or need any further information, please do not hesitate to call me.

Very truly yours,


Peter S. Van Keuren

FILED
2002 JUN 13 AM 9:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

\$6/14/02

**ARTICLES OF INCORPORATION
OF
JUPITER FERTILIZER AND CHEMICAL DISTRIBUTION, INC.**

The undersigned hereby makes, subscribes, acknowledges, and files these Articles for the purpose of becoming a corporation under the Laws of the State of Florida.

ARTICLE 1

Name of Corporation

The name of this corporation shall be Jupiter Fertilizer And Chemical Distribution, Inc.

ARTICLE 2

Principal and Mailing Address

The principal office and the mailing address of the corporation shall be located at:

1532 Packwood Road
Juno Beach, Florida

and the mailing address of the corporation shall be:

P.O. Box 7907
Jupiter, Florida 33468

ARTICLE 3

Perpetual Existence

The corporation shall begin its existence upon the filing of these Articles of Incorporation by the Secretary of the State of Florida and shall have perpetual existence thereafter.

ARTICLE 4

Authorized Business

The corporation shall be authorized to engage in any business or activity permitted under the laws of the State of Florida and of the United States.

ARTICLE 5

No Limitation of Powers

Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE 6

Name and Address of Incorporator

The name and address of the incorporator of this corporation is:

Peter S. Van Keuren
514 Preserve Point South
Jupiter, Florida 33458

Said incorporator is over the age of eighteen (18) years; is *sui juris*; and a citizen of the United States.

ARTICLE 7

Registered Agent

The following named person is designated as Registered Agent for this corporation to accept service of process within the State of Florida:

Peter S. Van Keuren
514 Preserve Point South
Jupiter, Florida 33458

ARTICLE 8

Governing Board of Directors

- A. The initial Board of Directors of the corporation shall consist of two (2) directors, but the By-laws may provide for such increase or decrease in number thereof as authorized by law.
- B. The names and addresses of the members of the first Board of Directors are:

Simeon W. Winstead
1532 Packwood Road
Juno Beach

Bryan Riddle
18337 Oakleaf Drive
Jupiter, Florida 33458

ARTICLE 9

Preemptive Rights

The shareholders of the corporation shall have full preemptive rights.

ARTICLE 10

Share Structure

The corporation is authorized to issue an aggregate of 10,000 shares. Such shares shall be of a single class of common stock and shall have a par value of \$1.00.

ARTICLE 11

Transfer of Shares

Before there can be a valid sale or transfer of any of the shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the other holders of common shares in the following manner:

- A. Such offering shareholder shall deliver a notice in writing by mail or otherwise to the Secretary of the corporation stating the price, terms, and conditions of such proposed sale or transfer, the number shares to be sold or transferred, and his intention to so sell or transfer such shares. Within thirty (30) days thereafter, the corporation shall have the prior right to purchase such shares so offered at the price and on the terms and conditions stated in the notice; provided, however, that the corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the corporation fail to purchase the shares at the expiration of the thirty (30) day period, or prior thereto decline to purchase the shares, the Secretary of the corporation shall, within five (5) days thereafter, mail or deliver to each of the other shareholders of record a copy of the notice given by the shareholder to the Secretary. Such notice may be delivered to the shareholders personally, or may be mailed to them at their last known address as such address may appear on the books of the corporation. Within thirty (30) days after the mailing or delivering of the copies of the orders to the shareholders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the Secretary of the corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms stated in the notice. Each such offer shall be accompanied by the purchase price therefor with authorization to pay such price against delivery of the shares.
- B. If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such

proportion of such share as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.

- C. If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share, as provided above, shall be entitled to purchase each proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.
- D. If within said thirty (30) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in this notice to any person or persons whomsoever; provided, however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the Secretary of the corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation, this _____ day of June, 2002.

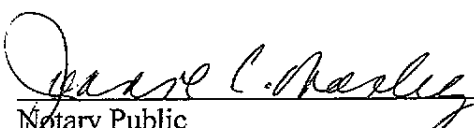
Incorporator:


Peter S. Van Keuren

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Peter S. Van Keuren, who is to me well known and known to me to be the person described in and who subscribed the above and foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the above named County and State this 10th day of June, 2002.

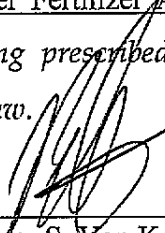

Notary Public

My Commission Expires:



**ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT**

I agree, as Registered Agent for Jupiter Fertilizer And Chemical Distribution, Inc., to accept service of process; to keep office open during prescribed hours; and to post my name in some conspicuous place in the office as required by law.

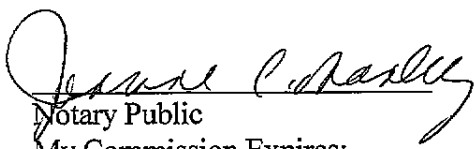


Peter S. Van Keuren

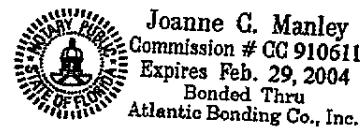
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned officer duly authorized to take acknowledgments and administer oaths, this day personally appeared Peter S. Van Keuren, to me well known and known to me to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he/she executed said instrument for the purposes therein expressed.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the above named County and State this 10th day of June, 2002.



Notary Public
My Commission Expires:



FILED
2002 JUN 13 AM 9:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA