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(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

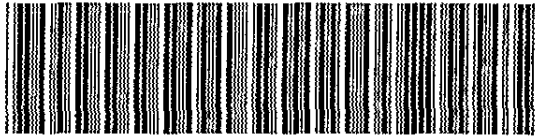
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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FILED
02 DEC 30 AM 11:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STEVEN J. BAKER, P.A.
ATTORNEY AT LAW

Post Office Box 66
15 West La Rua Street
Pensacola, Florida 32501
(850) 434-3009
(850) 434-7253 Facsimile

December 27, 2002

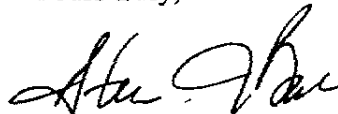
Division of Corporations
Florida Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Ala-Fla Cotton Growers, Inc.

Ladies and Gentlemen:

Please find enclosed the Articles of Incorporation for filing. I have also enclosed my check in the amount of \$78.75 for filing costs and a certified copy of the Articles. Upon filing, please forward the certified copy to my office at the above address. If you have any questions concerning this matter, please call.

Yours truly,


Steven J. Baker

SJB:lp

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
ALA-FLA COTTON GROWERS, INC.

The undersigned subscribers to these Articles, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida, and under the following articles:

ARTICLE I. NAME

The name of this corporation shall be Ala-Fla Cotton Growers, Inc.

ARTICLE II. NATURE OF BUSINESS

This corporation shall not conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company or a building and loan association, fraternal benefit society, or a State Fair or Exposition. Subject to such limitations, it shall engage in any activity or business permitted under the laws of this United States or the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a nominal par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 15 West La Rua St., Pensacola, Florida 32501, and the name of the initial registered agent of this corporation is Steven J. Baker.

ARTICLE VI. DIRECTORS

The business of the corporation shall be managed and its corporate powers exercised by a Board of one or more directors. The corporation shall have One (1) director initially. The number of directors may be increased or decreased from time to time by-laws adopted by the stockholders, but there shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS AND OFFICERS

The name and post office address of the initial director and corporate officer of the corporation is:

PRESIDENT/SECRETARY – BRETT WARD
4761 Highway 99-A
Walnut Hill, Florida 32568

ARTICLES VIII. INCORPORATORS

The name and residence address of the subscriber to these Articles of Incorporation is:

BRETT WARD
4761 Highway 99-A
Walnut Hill, Florida 32568

ARTICLES IX. RESTRICTION ON SALE OF STOCK

The corporation and, subject to the priority of the corporation, the remaining stockholders of the corporation shall have preference in the purchase of any shares of capital stock of the corporation and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his or her personal representative, heirs, devisees, legatees, pledges, assignees, receivers, trustee in bankruptcy, or any other person holding under or in privity with any stockholder, desires to sell his or her shares of stock, he or she shall file notice in writing of such intention with the president of the corporation stating the terms of such bona fide offer which he or she has received, and unless the terms of such offer are accepted by the corporation within ten (10) days, it

shall be deemed to have waived its privilege of purchasing. In the event the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the president of the corporation shall mail written notice to all remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such bona fide offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholder, or the person in privity with him or her, desiring to sell shall be at liberty to effect a sale upon the terms of such bona fide offer. No stockholder may cause the corporation or the remaining stockholders to waive their privilege of purchasing until such stockholder has received a bona fide offer for the purchase of such shares. Neither the corporation nor the remaining stockholders, (collectively), may exercise their privilege of purchasing as to any shares of stock less than the total number of shares involved in such bona fide offer.

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, these Articles of Incorporation are subscribed by the undersigned
this 20th day of DEC, 2002.



BRETT WARD

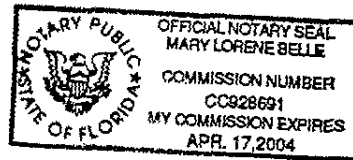
STATE OF FLORIDA

COUNTY OF Essex

BEFORE ME, the undersigned authority in and for said state and county, personally appeared BRETT WARD, who is personally known to me and known to me to be the individual described in and who, after taking an oath, executed the foregoing Articles of Incorporation of Ala-Fla Cotton Growers, Inc., and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

GIVEN under my hand and official seal this 20th day of Dec., 2002.

Mary Lorene Belle 4-17-04
NOTARY PUBLIC



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


In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

That Ala-Fla Cotton Growers, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 4761 Highway 99-A, Walnut Hill, Florida 32568, and STEVEN J. BAKER, as its agent to accept service within the State of Florida.

Dated: 12/20/02


Brett Ward

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Steven J. Baker
Resident Agent

FILED
02 DEC 30 AM 11:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA