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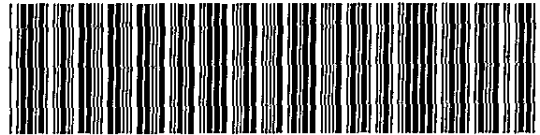
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2003 AUG 21 AM 10:26  
TALLAHASSEE FLORIDA

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8/26/03

**PHYLLIS M. ROSIER, P.A.**  
Attorney and Counselor at Law

100 West Call Street  
Starke, Florida 32091  
(904) 964-4701  
Fax: 964-4839  
E-mail: [pmrpai@aol.com](mailto:pmrpai@aol.com)

33 McIver East  
Macclenny, Florida 32063  
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E-mail: [pmrpai@aol.com](mailto:pmrpai@aol.com)

Please Reply to Starke Office

August 19, 2003

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

Re: megaCROPolis, Inc.; Articles of Incorporation

Dear Sir/Madam:

Please find enclosed for filing the original and one copy of the Articles of Incorporation for megaCROPolis, Inc. Also enclosed is a check in the amount of \$70.00 to cover the cost of filing.

Upon filing, please return a certified copy of the Articles of Incorporation in the envelope provided. Your assistance in this matter is greatly appreciated.

Sincerely,



Phyllis M. Rosier

PMR/cec  
Enclosures

2003 AUG 21 AM 10:26  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**megaCROPolis, INC.**

**FILED**  
**2003 AUG 21 AM 10:26**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

The undersigned incorporator to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida as follows:

**ARTICLE I**

**NAME OF INCORPORATOR**

The name of this corporation is megaCROPolis, INC.

**ARTICLE II**

**TERM OF EXISTENCE**

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation by the office of the Secretary of State of the State of Florida and the corporation shall have perpetual existence thereafter.

**ARTICLE III**

**GENERAL NATURE OF BUSINESS**

This corporation is organized for the following purposes:

- A. To sell supplies for scrap booking.
- B. To hold classes on scrap booking
- C. To offer cropping services.
- D. To engage in any and all other lawful businesses.

**ARTICLE IV**

**POWERS**

The corporation shall have power to:

- A. To have perpetual succession by its corporate name.
- B. To sue and be sued, complain and defend in its corporate name in all actions and proceedings.
- C. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

D. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

E. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

F. To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

G. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

H. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

I. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

J. To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.

K. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

L. To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.

M. To make donations for the public welfare or for charitable, scientific, or educational purposes.

N. To transact any lawful business which the board of directors shall find will be an aid of governmental policy.

O. To pay pensions and establish pension plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

P. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

Q. To have and exercise all powers necessary or convenient to effect its purposes.

## **ARTICLE V**

### **CAPITAL STOCK**

This corporation shall have the authority to initially issue ONE HUNDRED shares of common stock, all with a par value of ONE DOLLAR (\$1.00) each share. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than twenty-five (25) persons.

## **ARTICLE VI**

### **INITIAL REGISTERED AGENT**

The street address of the initial registered office of this corporation in the State of Florida will be 100 West Call Street, Starke, Florida 32091, and the name of its initial registered agent at such address is Phyllis M. Rosier.

## **ARTICLE VII**

### **PRINCIPAL OFFICE**

The street address and the mailing address of the Principal Office is 24 South College Street, Macclenny, Florida 32063.

## **ARTICLE VIII**

### **DIRECTORS**

The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time in the manner provided for in the bylaws of the corporation, provided that the corporation shall always have at least one director. The method of election of directors shall be set forth in the bylaws of the corporation. The name and street address of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified is:

<u>Name</u>	<u>Address</u>
JENNIFER MEADOWS	351 N. Lowder Street, #105 Macclenny, Florida 32063
JODI MARTIN	1203 Willow Lane Harvard, Illinois 60033

## **ARTICLE IX**

### **INCORPORATOR**

The name and address of the incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
JENNIFER MEADOWS	351 N. Lowder Street, #105 Macclenny, Florida 32063

## **ARTICLE X**

### **INDEMNIFICATION**

The corporation shall indemnify to the full extent permitted by law any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, incorporator,

officer, employee or agent of the corporation, against expenses (including attorney's fees), judgments, fines and amounts paid in connection with such action, suit or proceeding. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under the bylaw, agreement, vote of shareholders or otherwise.

## **ARTICLE XI**

### **PREEMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of the issue bears to the total number of shares then outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

## **ARTICLE XII**

### **REMOVAL OF DIRECTORS**

The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

## **ARTICLE XIII**

### **AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, we have hereunto set our hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 19 day of August, 2003.

Jennifer Meadows  
JENNIFER MEADOWS  
Incorporator

FILED  
2003 AUG 21 AM 10:26  
CLERK OF THE STATE  
TALLAHASSEE FLORIDA

STATE OF FLORIDA       )  
                                  )SS:  
COUNTY OF BAKER )

I HEREBY CERTIFY that on this day, before me, personally appeared, JENNIFER MEADOWS, Incorporator, personally known to me [ ☒ ] or has presented valid identification, \_\_\_\_\_ and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and seal in the County and State aforesaid this 19th day of August, 2003.

Cheryl Elaine Collins  
Notary Public

My Commission Expires:



Cheryl Elaine Collins  
MY COMMISSION # DD154071 EXPIRES  
December 1, 2006  
BONDED THRU TROY FAIN INSURANCE, INC.

**ACCEPTANCE OF REGISTERED AGENT**

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

Phyllis M. Rosier  
Phyllis M. Rosier

Date: 8/19/03