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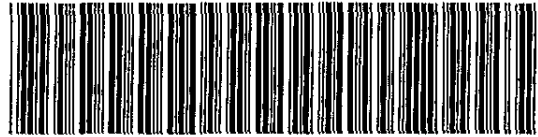
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FRIEDMAN, ROSENWASSER & GOLDBAUM

A PROFESSIONAL ASSOCIATION
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November 17, 2004

Department of State
Division of Corporations
P.O. Box. 6327
409 E. Gaines Street
Tallahassee, Florida 32399

Re: AGRIPROS, INC.

To Whom It May Concern:

Enclosed, please find an original and a duplicate of the Articles of Incorporation of Agripros, Inc.. Also enclosed, is a check in the amount of \$78.75 made payable to Florida Department of State to cover the filing fee.

The original is to be filed in your office and the duplicate is to be returned to us as a filed copy. Please return the filed copy to this office in the self addressed stamped envelope, provided herein.

Should you have any questions or require further information, please do not hesitate to contact our office.

Sincerely,

A handwritten signature in black ink, appearing to read 'A. Friedman', with a long horizontal flourish extending to the right.

Andrew R. Friedman, Esq.

Enclosures

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**ARTICLES OF INCORPORATION
OF
AGRIPROS, INC.**

I, the undersigned, being of legal age and natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

AGRIPROS, INC.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 10,000,000 shares common stock, no par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefor shall have been paid.

ARTICLE IV

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE V

This corporation shall have perpetual existence, unless dissolved according to law.

ARTICLE VI

The principal office of the corporation shall be at: 2000 SW 57th Court, Miami, Florida 33155. Said corporation shall have full power and authority to transact business and to establish offices and agencies in such other places within and without the State of Florida and in any foreign countries. The name of the initial registered agent of this Corporation is MICHAEL VAUGHAN, and the initial office of such registered agent is 2000 SW 57th Court, Miami, Florida 33155.

ARTICLE VII

The business of the corporation shall be conducted by a Board of Directors of not less than one to be increased at the discretion of the Board of Directors.

ARTICLE VIII

The name and post office addresses of the first Directors of this corporation, all subject to the provisions of this certificate, By-laws, and the Corporation Law of the State of Florida, who shall hold office for the first year, or until their successors are duly elected and qualified are:

NAME

ADDRESS

Michael Vaughan

2000 SW 57th Court
Miami, FL 33155

Milton Copulos

1620 Eton Way
Crofton, MD 21114

Tom Mangus

39 Brookwood Road
Mt. Laurel, NJ 08054

David Shew

4801 Spring Valley #105
Dallas, TX 75244

ARTICLE IX

The names and post office addresses of the officers of the corporation are as follows:

NAME

ADDRESS

Michael Vaughan
President

2000 SW 57th Court
Miami, FL 33155

Milton Copulos
Vice President

1620 Eton Way
Crofton, MD 21114

David Shew
Secretary/Treasurer

4801 Spring Valley #105
Dallas, TX 75244

ARTICLE X

The name and post office address of the subscriber to the Certificate of Incorporation is as follows:

NAME

ADDRESS

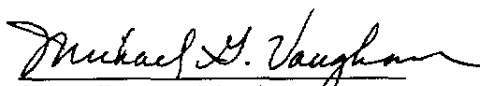
Michael Vaughan

2000 SW 57th Court
Miami, FL 33155

ARTICLE XI

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator, being the same person named in Article X above, and in evidence of his desire to form this Corporation does hereunto subscribe his name, this 17th day of November, 2004.


Subscriber – Michael Vaughan

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

THAT AGRIPROS, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF Miami, STATE OF FLORIDA, HAS
NAMED MICHAEL VAUGHAN LOCATED AT 2000 SW 57th Court, CITY OF MIAMI, STATE OF
FLORIDA, (33155) AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Michael G. Vaughan
(Sole Incorporator)

TITLE: President

DATE: 11/17, 2004

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED
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 AND COMPLETE PERFORMANCE OF MY
DUTIES.

SIGNATURE Michael G. Vaughan
(Registered Agent)

DATE: 11/17, 2004

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