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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**midwest grain management, inc.**

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③

ARTICLES OF INCORPORATION

OF

MIDWEST GRAIN MANAGEMENT, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be **MIDWEST GRAIN MANAGEMENT, INC.**, a Florida Corporation. The existence of this corporation shall commence upon the filing of these Articles of Incorporation and shall continue perpetually unless dissolved according to law.

ARTICLE II

The corporation is being organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida and the laws of the United States.

ARTICLE III

The authorized capital of this corporation shall consist of Ten Thousand Shares of common stock with par value of One (\$1.00) Dollar per share. All of the stock be payable in cash, real or personal property, or labor or services in lieu of cash, the valuation of any of the above to be fixed by the board of directors of this corporation.

ARTICLE IV

The street address of the initial principal office and the name and address of its registered agent shall be as follows:

**Frank J. Segredo, Esquire**  
**9350 South Dixie Highway, Suite 1500**  
**Miami, Florida 33156**

ARTICLE V

The initial board of directors of this corporation shall be composed of one (1) person. The name and address of this corporation's director is as follows:

**Sebastiano Carbone**  
**848 Brickell Key**  
**Apt. 1201**  
**Miami, Florida 33131**

**Frank J. Segredo, Esquire**  
**Segredo & Weisz, Attorneys at Law**  
**9350 South Dixie Highway, Suite 1500**  
**Miami, Florida 33156 \ Florida Bar No. 358010**

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*Handwritten signature*

# ARTICLE VI

The affairs of the corporation shall be managed by a President, Vice President, Secretary and a Treasurer and such other Officers as may from time to time be created by the Board of Directors. The names of the Officers and the Office they shall hold until the first election shall be:

<u>NAME</u>	<u>OFFICE</u>
Sebasti��no Carbone	PRESIDENT
Alberto Carbone	VICE-PRESIDENT
Juan Carlos Carbone	SECRETARY
Angelica Carbone	TREASURER

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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# ARTICLE VII

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

Sebastiano Carbone  
848 Brickell Key  
Apt. 1201  
Miami, Florida 33131

# ARTICLE VIII

The corporation, by duly adopted action of the board of directors, may indemnify and insure its officers and directors to the extent now or hereafter, permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, pursuant to the laws of the State of Florida, does hereby execute and file these Articles, declares and certifies that the facts herein stated are true this \_\_ day of August, 2006.

*Sebastiano Carbone*  
Sebastiano Carbone, Incorporator

# ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment of registered agent contained in the foregoing Articles of Incorporation.

*Frank J. Segredo*  
Frank J. Segredo, Esquire

*Handwritten signature*