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HAROLD E. WOLFE, JR. *

WILLIAM R. LOWMAN, JR. *

*ADMITTED TO BARS OF
FLORIDA
GEORGIA
ALABAMA

*ADMITTED TO FLORIDA BAR

February 8, 1995

* FLORIDA BAR BOARD
CERTIFIED TAX ATTORNEY
* FLORIDA BAR BOARD
CERTIFIED ESTATE
PLANNING AND PROBATE
ATTORNEY

Secretary of State
Division of Corporations
409 E. Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

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***122.50 ***122.50

Re: Recording of the Articles of
Incorporation for Circle One
Products, Inc.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for Circle One Products, Inc. for filing in the public records. Also enclosed is a check for \$122.50 representing the following fees:

Filing Fee	\$ 35.00
Certified Copy Fee	52.50
Registered Agent Designation	<u>35.00</u>
Total	\$122.50

We would appreciate your filing the Articles at your earliest convenience and returning the certified copy to us in the stamped, self-addressed envelope which we have enclosed for your convenience.

FILED STATE
DIVISION OF CORPORATIONS
FEB 13 11 5:38

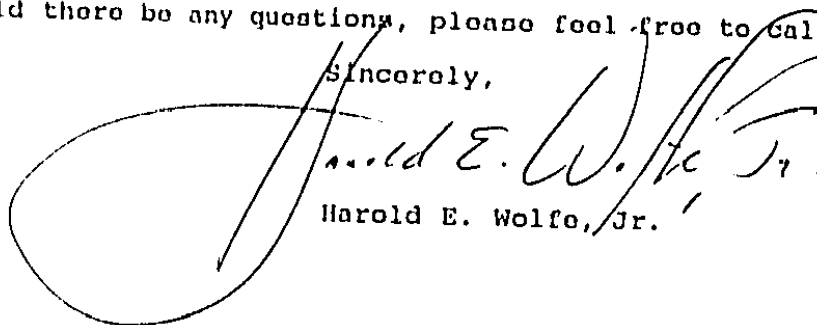
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HAROLD E. WOLFE, JR. PA

Secretary of State
February 8, 1995
Page 2

Should there be any questions, please feel free to call us.

Sincerely,

A large, stylized handwritten signature in dark ink, appearing to read "Harold E. Wolfe, Jr." with a large loop at the beginning and a flourish at the end.

Harold E. Wolfe, Jr.

HEW/gas
enclosures

cc: Mr. G. Sidney Stinson
Mr. Raymond Nielsen

L-9335

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

SEPT 13 AM 9:39

ARTICLES OF INCORPORATION
OF

CIRCLE ONE PRODUCTS, INC.

The undersigned incorporators to these Articles of Incorporation hereby form a corporation for profit under the provisions of the Florida General Corporation Act and other laws of the State of Florida and adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The corporation's name shall be CIRCLE ONE PRODUCTS, INC.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted and purposes for which the corporation is organized shall be:

A. To carry on, in its own behalf and in behalf of others, whether as agents, consultants, advisors, independent contractors, or otherwise, the manufacture, distribution and sale of various agricultural products, including fertilizers; to carry on a general investment and management consulting and advisory business relating to investments and the operation of any businesses, properties, real and personal property of every kind, in the United States and foreign countries, subject to applicable laws thereof, in relation to any such agricultural products; to franchise any of the above businesses relating to the manufacture, distribution and sale of any such agricultural products; to operate as an investment or

holding company; to maintain executive and other operating personnel for the purpose of advising and assisting others in all matters relating to agricultural product investments and the management and operation of businesses and other properties of every kind; to buy and sell on its own behalf and on behalf of others in connection with the operation, management and development of individual and corporate businesses, projects and developments; to do all things which are necessary and incident to the foregoing.

B. To do anything necessary and proper for the accomplishment or furtherance of any of the corporation's purposes or objects enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation, and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such corporation's purposes or objects.

C. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares that the corporation is authorized to issue and have outstanding at any one time is one hundred thousand (100,000) shares.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than One Thousand (\$1,000) dollars.

ARTICLE V - TERM OF EXISTENCE

The corporate existence commences as of the date and time these Articles of Incorporation have been duly filed with the Secretary of State in accordance with the Florida Corporation Act.

The corporation shall thereafter exist perpetually unless dissolved according to law.

ARTICLE VI - ADDRESS OF CORPORATION AND REGISTERED AGENT

The initial street address of the corporation's principal office shall be 6380 S.W. 1st Street, Vero Beach, Florida 32968. The initial mailing address of the corporation's principal office shall be Post Office Box 1029, Vero Beach, Florida 32961. The street and mailing address of the corporation's initial registered office in the State of Florida will be 2300 Palm Beach Lakes Blvd., Suite 302, West Palm Beach, Florida 33409.

ARTICLE VII - REGISTERED AGENT

The name of the corporation's initial registered agent is HAROLD E. WOLFE, JR., ESQ.

ARTICLE VIII - BOARD OF DIRECTORS

A. The corporation's initial Board of Directors shall consist

of two members.

B. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

C. The name and mailing address of the initial members of the Board of Directors who shall serve until the first annual meeting of stockholders and their successors shall have been elected and qualified are:

<u>NAME</u>	<u>MAILING ADDRESS</u>
G. SIDNEY STINSON	Post Office Box 1029 Vero Beach, Florida 32961
RAYMOND NIELSEN	4538 Commercial Way Spring Hill, Florida 34606

D. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any stockholders' annual or special meeting for any cause deemed sufficient by such stockholders.

ARTICLE IX - INCORPORATOR TO ARTICLES

The following are the name and mailing addresses of the incorporators to these Articles of Incorporation:

<u>NAME</u>	<u>MAILING ADDRESS</u>
G. SIDNEY STINSON	Post Office Box 1029 Vero Beach, Florida 32961
RAYMOND NIELSEN	4538 Commercial Way Spring Hill, Florida 34606

ARTICLE X - BY LAWS

The corporation's stockholders shall have the sole power to adopt, amend or repeal By-Laws for the corporation's management, and the duties of the corporate officers shall be as proscribed by such By-Laws.

ARTICLE XI - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all of the following powers:

A. To enter into, or become a partner in any arrangement for sharing profits, union of interest, joint venture or otherwise, with any person, firm or corporation, to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by (i) any such stockholder who should desire to sell, transfer or otherwise dispose of his or her shares, or (ii) any stockholder who dies; provided, however, the corporation's capital shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, (6) a Section 401(k) plan, (7) a medical reimbursement or other medical insurance plan, (8) a

disability plan, or (9) any other retirement or incentive compensation plan.

D. Whenever the corporation is engaged in the business of exploiting natural resources or other wasting assets, dividends may be declared and paid in cash out of depletion or similar reserves at the discretion of the Board of Directors, all in conformity with the provisions of the Florida General Corporation Act.

E. This corporation shall, to the fullest extent permitted by the provisions of the Florida Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or officer, and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE XII - RATIFICATION OF PROMOTER'S ACTIONS

AND ADOPTION OF CONTRACTS

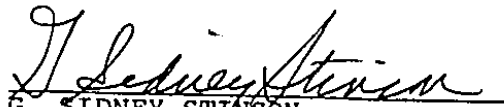
This corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. This

corporation further ratifies all acts of the hereinbefore mentioned incorporator performed prior to the effective date of these Articles of Incorporation and done on the corporation's behalf. The corporation further authorizes its Directors to assume all expenses made on the corporation's behalf prior to its existence for any and all expenses incurred in the corporation's organization and formation.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by holders of sixty percent (60%) of the shares of stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IT WITNESS WHEREOF, we have hereunto set our hand and seal this 8th day of February, 1995.


G. SIDNEY STINSON


RAYMOND NIELSEN

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

BEFORE ME personally G. SIDNEY STINSON, the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced _____ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 8th day of

February, 1995.



[Signature]
Notary Public
State of Florida at Large
My Commission No. is:

My Commission Expires:

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

BEFORE ME personally RAYMOND NIELSEN, the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced driver's license as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 8th day of

February, 1995.



Harold E. Wolfe, Jr.
Notary Public
State of Florida at Largo
My Commission No. is:

My Commission Expires:

CERTIFICATION 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:

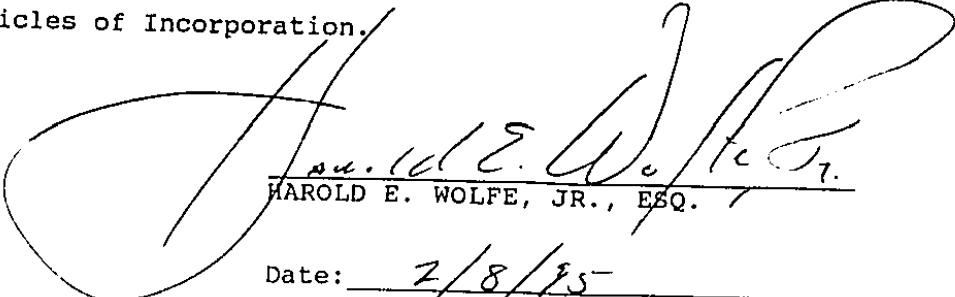
That CIRCLE ONE PRODUCTS, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business in the City of Vero Beach, State of Florida, has named HAROLD E. WOLFE, JR., ESQ., located at 2300 Palm Beach Lakes Boulevard, Suite 302, City of West Palm Beach, State of Florida, as its agent to accept service of process.


RAYMOND NIELSEN
Its President

Date: 2-8-95

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept his appointment as registered agent on whom process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.


HAROLD E. WOLFE, JR., ESQ.

Date: 2/8/95