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P95000023994

CSC networks

PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 565750 81879A

AUTHORIZATION : *Patricia Pizutto*

COST LIMIT : \$ 122.50

ORDER DATE : March 24, 1995

ORDER TIME : 11:01 AM

ORDER NO. : 565750

CUSTOMER NO: 81879A

CUSTOMER: Timothy J. Conner, Esq.
BERNS & CONNER

Suite 110
1 Florida Park Drive, North
Palm Coast, FL 32137

DOMESTIC FILING

P95000023994

NAME: R & K FARM TECHNIQUES, INC.

XXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozer

EXAMINER'S INITIALS:

TRW
3-24-95
C2/A

FILED
95 MAR 24 PM 2:21
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **NAME AND ADDRESS OF CORPORATION:** The name of this corporation is: **R & K FARM TECHNIQUES, INC.** The mailing address of the corporation is 1 Florida Park Drive North #203, Palm Coast, Florida 32137.

2. **DURATION:** The period of its duration is perpetual.

3. **PURPOSE:** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. **CAPITAL STOCK:** The corporation is authorized to issue Five Hundred (500) shares of stock, all of one class, at One Dollar (\$1.00) par value.

5. **INITIAL REGISTERED OFFICE AND AGENT:** The name and address of the initial registered agent and office of this corporation is as follows:

URSULA GITTLER

1 Florida Park Drive North #203
Palm Coast, Florida 32137

6. **INITIAL BOARD OF DIRECTORS:** This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than two (2) directors.

The name and address of the initial directors of this corporation are:

HEINZ LUTHI

15 Sunrise Villas Lane
Palm Coast, Florida 32137

AUGUST WEHRLI

15 Sunrise Villas Lane
Palm Coast, Florida 32137

7. **INCORPORATOR:** The name and address of the Incorporator signing these Articles of Incorporation is:

TIMOTHY J. CONNER

1 Florida Park Drive North - Suite 110
Palm Coast, Florida 32137

8. **AMENDMENT OF ARTICLES:** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

9. **MEETINGS BY CONFERENCE TELEPHONE:** Members of the Board of Directors may participate in all regular and special meetings of the Board of Directors by means of Conference Telephone or similar communications equipment as provided by law.

10. **INDEMNIFICATION:** The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner provided for in the by-laws of this corporation.

11. **REMOVAL OF DIRECTORS:** At a meeting of shareholders called expressly for that purpose, any one director, or the entire Board of Directors, may be removed, with or without cause, by a vote of the holders of 75% of the shares then entitled to vote at an election of directors.

12. **INFORMAL ACTION OF DIRECTORS:** If all the directors severally, or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of March, 1995.


TIMOTHY J. CONNER, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been designated as registered agent to accept service of process for the above-stated corporation, at the registered office above, I hereby accept said designation, agree to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes relative to keeping open said office.


URSULA GITTLER, Registered Agent

STATE OF FLORIDA }
COUNTY OF FLAGLER }

The foregoing instrument was acknowledged before me this 22 day of March, 1995, by **URSULA GITTLER**, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE


(Please Print Name)



OFFICIAL SEAL
BETTY GOODGE
My Commission Expires
Sept. 8, 1996
Comm. No. CC 226353

My Commission Expires:



THE UNITED STATES
CORPORATION
COMPANY

P95000023994

ACCOUNT NO. : 072100000032

REFERENCE : 391796 81879A

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pysal-

ORDER DATE : May 14, 1997

ORDER TIME : 3:26 PM

ORDER NO. : 391796-005

CUSTOMER NO: 81879A

500002179145--9

CUSTOMER: Timothy J. Conner, Esq.
Timothy J. Conner & Associates
Suite 110
1 Florida Park Drive, North
Palm Coast, FL 32137

DOMESTIC FILINGS

NAME: R & K FARM TECHNIQUES, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAY 14 PM 4:26

FILED

5/27

Jon
Vol.
Diss



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 16, 1997

CSC
KAREN
TALLAHASSEE, FL

SUBJECT: R & K FARM TECHNIQUES, INC.
Ref. Number: P95000023994

RESUBMIT

Please give original
submission date as file date.

We have received your document for R & K FARM TECHNIQUES, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The Articles of Dissolution refer to a Waiver of Notice as being attached, this document must be attached or the reference to its being attached removed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 397A00026351

Division of Corporations
May 16 1997

ARTICLES OF DISSOLUTION
OF
R & K FARM TECHNIQUES, INC.

FILED

97 MAY 14 PM 4:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is R & K FARM TECHNIQUES, INC., which was duly incorporated by the State of Florida.
2. These Articles of Dissolution were authorized by the corporation on March 4, 1997.
3. These Articles of Dissolution were approved by unanimous consent of the Shareholders of the corporation. Said vote being sufficient for approval.
4. There are no actions pending against this corporation.
5. The corporation has elected to dissolve the corporation pursuant to a Special Meeting of its directors and shareholders. A true copy of the Minutes of the Special Meetings of the Directors and Shareholders, the resolutions to adopt the plan of corporate liquidation, the Waiver of Notice, and ratification of the minutes are attached hereto and incorporated by reference as composite Exhibit A.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 4TH day of MARCH, 1997, in PALE COAST, FLORIDA.

R & K FARM TECHNIQUES, INC.

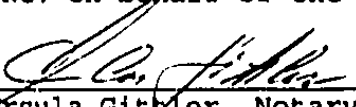
BY 
President, Heinz Luthi

ATTEST:


Secretary, Ursula Gittler

STATE OF)
COUNTY OF)


SUBSCRIBED, SWORN and ACKNOWLEDGED before me this 4TH day of MARCH, 1997, by HEINZ LUTHI, who is personally known to me ~~or has produced~~ as identification and who did/did not take an oath, and who acknowledged before me that he executed these Articles of Dissolution for R & K FARM TECHNIQUES, INC. on behalf of the corporation.


Ursula Gittler, Notary Public

My Commission Expires:

**RATIFICATION OF THE MINUTES
OF THE SPECIAL MEETING OF THE
DIRECTORS AND SHAREHOLDERS OF
R & K FARM TECHNIQUES, INC.**

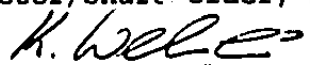
WE, the undersigned Shareholders and Directors of R & K FARM TECHNIQUES, INC. have read these minutes and hereby approve, ratify and confirm all business transacted or reported herein and in signification of our aproval, ratification and confirmation, do hereby consent to any and all acts done at the meeting, do hereby sign our names.



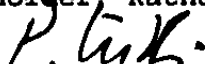
Director/Shareholder, August Wehrli



Director/Shareholder, Heinz Luthi



Shareholder, Katharina Wehrli



Shareholder, Rita Luthi

**MINUTES OF SPECIAL MEETING
OF THE DIRECTORS AND SHAREHOLDERS OF
R & K FARM TECHNIQUES, INC.**

A Special Meeting of the Directors and Shareholders of R & K FARM TECHNIQUES, INC., a Florida corporation, was held on March 4, 1997, 12:00 p.m. pursuant to a Waiver of Notice attached hereto. The following Directors were present:

Heinz Luthi

August Wehrli

being all of the Directors of the corporation.

The following Shareholders were present, in person or by proxy, Stockholders Heinz and Rita Luthi, as Trustees of the Luthi Family Trust and August and Katharina Wehrli, as Trustees of the Wehrli Family Trust, being all of the shareholders of the corporation.

August Wehrli, Vice President, acted as Chairman and Ursula Gittler acted as Secretary of the meeting.

The Chairman declared that all of the Directors and all of the Shareholders were present, either in person or by proxy, and that all had executed a Waiver of Notice of the Meeting.

The Chairman then stated the purpose of the meeting was to consider the dissolution of the corporation and to adopt a plan of liquidation of the assets of the corporation. A discussion ensued, and the following resolutions were unanimously adopted by the Board of Directors and Shareholders of the corporation:

WHEREAS, the Shareholders and Directors of the corporation have determined that it is advisable and beneficial for the

corporation that it be liquidated and dissolved; and

WHEREAS, the Shareholders and Directors must adopt and hereby adopt a plan of liquidation and dissolution of the corporation;

RESOLVED, that the following plan of liquidation is adopted to assemble all the assets of the corporation, pay and make adequate provisions for the creditors and debtors of the corporation, and apportion the remaining assets to the Shareholders according to their respective interests:

1. The corporation shall be liquidated pursuant to Section 333 of the Internal Revenue Code and Section 607.1402 and Section 607.1405, Florida Statutes.

2. The corporation will distribute all its property and assets during the calendar month of March, 1997.

3. All the liabilities and obligations of the corporation will be paid or discharged, or adequate provisions will be made therefore.

4. The officers of the corporation are authorized to sell or otherwise liquidate all the properties and assets of the corporation that they deem necessary or advantageous to facilitate the liquidation of the corporation.

5. The officers of the corporation are authorized to do any and all things necessary or convenient to carry these resolutions into effect, including but not limited to:

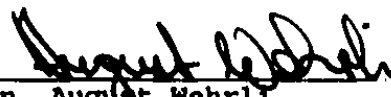
- a. Executing any and all instruments of conveyance;
- b. Paying all taxes and fees; c. Executing all documents required by law to be filed; and

d. Doing all other things necessary or convenient to effect the dissolution of the corporation.

6. After the provision for, or payment of, the main debts and liabilities of the corporation, the officers are authorized and directed to distribute the remaining cash or other assets of the corporation to the Shareholders of record according to their respective rights and interest in exchange for all their stock in the corporation.

There being ~~no~~ further business to come before the meeting, it was, upon motion duly made, seconded and unanimously carried, adjourned.

Dated 3.4.97.


Chairman, August Wehrli


Secretary, Ursula Gittler



**WAIVER OF NOTICE
OF THE SPECIAL MEETING OF THE
DIRECTORS AND SHAREHOLDERS OF
R & K FARM TECHNIQUES, INC.**

WE, the undersigned Directors and Shareholders, hereby agree and consent that the Special Meeting of Directors and Shareholders of the corporation was held on the date, time and place stated below for the purpose of considering the dissolution of the corporation and adopting a plan of liquidation of assets of the corporation, and do hereby waive all notice of the meeting and any adjournments thereof.

Date of Meeting: MARCH 14, 1997


Time of Meeting: 1230 PM

Place of Meeting: PALM COAST, FL.

Dated: 3-15-97



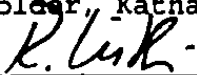
Director/Shareholder, August Wehrli



Director/Shareholder, Heinz Luthi



Shareholder, Katharina Wehrli



Shareholder, Rita Luthi