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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

000001440310
-03/27/95--01042--013
*****70.00 *****70.00

SUBJECT: U.S. AG INCORPORATED
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

- | | | | |
|---|---|---|---|
| <input checked="" type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee & Certificate | <input type="checkbox"/> \$122.50 Filing Fee & Certified Copy | <input type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate |
|---|---|---|---|

FROM: CLIFTON W. RUMBLEY
Name (printed or typed)

311 ESPANADE WY. #107
Address

CASSELBERRY FL. 32707
City, State & Zip

(407) 260-8661
Daytime Telephone number

AK 3/28

FILED
95 MAR 27 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

U.S. AG INCORPORATED

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation is U.S. Ag Incorporated.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is 5,000,000 shares of common stock of no par value.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 211 Esplanade Way, #107, Casselberry, Florida, and the name of its initial registered agent at such address is Clifton W. Rumbley. Also corporate address is [redacted] the same.

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ARTICLE SEVEN

The number of directors constituting the initial board of directors is one (1), and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

| Name | Address |
|--------------------|---|
| Clifton W. Rumbley | 211 Esplanade Wy., #107, Casselberry FL 32707 |

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of each incorporator is:

| Name | Address |
|--------------------|---|
| Clifton W. Rumbley | 211 Esplanade Wy., #107, Casselberry, FL, 32707 |

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

20th day of MARCH, 1995

Clifton W. Rumbley
(signed)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: U.S. AG INCORPORATED

2. The name and address of the registered agent and office is:

CLIFTON W. RUMBLEY
(Name)

211 ESPLANADE WY. #102
(P.O. Box ~~not~~ acceptable)

CASSELBERRY FL 32707
(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Clifton W. Rumbley
(Signature)

March 20, 1995
(Date)