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3/30/95

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: GOLDENBERG & GOLDENBERG

DEPARTMENT OF STATE

SUITE 2626 ONE FINANCIAL PLAZA

STATE OF FLORIDA

409 EAST GAINES STREET

FT. LAUDERDALE FL 33394-00000000

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: AGRI-ORGANICS INC.

FAX AUDIT NUMBER: H95000003679

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/30/1995

TIME REQUESTED: 12:48:06

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076060003657

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Online

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 2, 1995

SHERRY ROADFUSS  
GOLDENBERG & GOLDENBERG  
ONE FINANCIAL PLAZA, SUITE 2626  
FT. LAUDERDALE, FL 33394

The name AGRI-ORGANICS, INC. has been reserved for 120 days beginning March 2, 1995. The reservation number is R95000000895 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Jerri Weinmann

Letter number: 695A00009351

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FAX AUDIT NUMBER: H95000003679

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
AGRI-ORGANICS INC.**

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this corporation shall be AGRI-ORGANICS INC.

**ARTICLE II**

**NATURE OF BUSINESS**

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock having One (\$1.00) Dollar par value.

**ARTICLE IV**

**TERM OF EXISTENCE**

The corporation shall exist perpetually, effective March 30, 1995.

This Instrument Prepared By:  
Stephen F. Goldenberg, Esquire  
One Financial Plaza, Suite 2626  
Fort Lauderdale, FL 33304  
(305) 523-2626  
F.B.N. 151293

FAX AUDIT NUMBER: H95000003679

**ARTICLE V**

**ADDRESS**

The initial street address of the registered office of this corporation in the State of Florida shall be c/o Worldwide Corporate Services, Inc., One Financial Plaza, Suite 2626, Fort Lauderdale, FL 33394.

The initial principal office address of the corporation shall be: Suite A, 2201 N.W. 30th Place, Pompano Beach, FL 33069.

**ARTICLE VI**

**REGISTERED AGENT**

The Registered Agent of this corporation shall be WORLDWIDE CORPORATE SERVICES, INC.

I do hereby accept the duties and responsibilities as registered agent.

Accepted: March 30, 1995

WORLDWIDE CORPORATE SERVICES, INC.

By:

  
STEPHEN F. GOLDBERG, President

**ARTICLE VII**

**DIRECTORS**

This corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the Shareholders until such time Directors are designated as provided by the By-Laws.

This Instrument Prepared By:  
Stephen F. Goldenberg, Esquire  
One Financial Plaza, Suite 2626  
Fort Lauderdale, FL 33394  
(305) 523-2626  
F.B.N. 151293

**ARTICLE VIII**

**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

Name and Address

David E. Chapper  
4510 N.W. 12th Drive  
Pompano Beach, FL 33064

**ARTICLE IX**

**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on March 30, 1995.

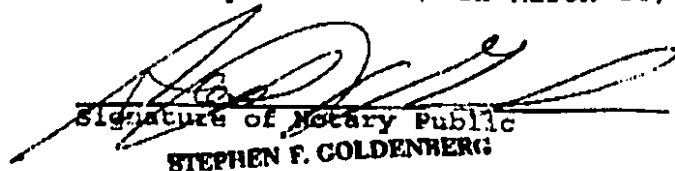
  
\_\_\_\_\_  
DAVID E. CHAPPER, Incorporator

This instrument Prepared By:  
Stephen F. Goldenberg, Esquire  
One Financial Plaza, Suite 2626  
Fort Lauderdale, FL 33394  
(305) 523-2626  
F.B.N. 151295

STATE OF FLORIDA       )  
                              )  
COUNTY OF BROWARD    )       SS:

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared DAVID E. CHAPPER, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation, and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, on March 30, 1995.

  
Signature of Notary Public  
STEPHEN F. GOLDENBERG



Typed/Printed Name of Notary Public

Notary Public, State of Florida  
My Commission Expires:

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95 MAR 30 PM 4:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Instrument Prepared By:  
Stephen F. Goldenberg, Esquire  
One Financial Plaza, Suite 2626  
Fort Lauderdale, FL 33304  
(305) 923-2626  
F.B.N. 151293