

P950000 47754

Watson & Osborne
Attorneys at Law

KEITH WATSON
LEE B. OSBORNE
MELANIE W. HARRIS
WILLIAM J. JONES

REPLY TO
6825 LILLIAN ROAD

May 15, 1995

Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

000001491500
05/17/95--01118--012
****140.00 ****70.00

RE: ALGO FLASH U.S.A., INC.
BIO-AGRILIZER, INC.

Dear Sir/Madam:

Enclosed please find one original and one copy of Articles of Incorporation for the above-referenced corporations. Also enclosed is our firm trust account check in the amount of \$140.00, payable to the Secretary of State, in payment of the requisite filing fees.

Please acknowledge receipt and filing in your usual manner. If possible, I would appreciate your returning file-stamped copy to my office in the stamped, self-addressed envelope provided for your convenience.

Thank you for your assistance in this matter.

Sincerely yours,

Irene S. Young
Irene S. Young
Legal Assistant

/isy

Enclosures

W95-10578

NANCY HENDRICKS JUN 20 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 18, 1995

IRENE YOUNG
WATSON & OSBORNE
6825 LILLIAN RD.
JACKSONVILLE, FL 32211

SUBJECT: ALGO FLASH U.S.A., INC.
Ref. Number: W95000010578

We have received your document for ALGO FLASH U.S.A., INC. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 895A00025536

ARTICLES OF INCORPORATION

FOR

ALGO FLASH FLORIDA, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is ALGO FLASH FLORIDA, INC.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the acquisition, marketing and sale of fertilizer, and to transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty (30) persons. Stock will be issued and transferred only to: (1) natural persons, (2) estates, or (3) a trust as described in Title 26, United States Code, Section 1371 defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien.

ARTICLE FIVE

The aggregate number of shares which the corporation is authorized to issue is five hundred (500). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) each. The shares of stock are to be issued as follows:

NAME

Donald W. Dix, Jr.

SHARES

500

ARTICLE SIX

The street address of the corporation is 6700 Colray Court, Jacksonville, Florida 32256.

ARTICLE SEVEN

The number of directors constituting the initial board of directors of the corporation is one (1). The name, address and title of each person who is to serve as a member of the initial board of directors are:

NAME

Donald W. Dix, Jr., President, Vice President
and Secretary/Treasurer

ADDRESS

P. O. Box 19443
Jacksonville, FL 32245

ARTICLE EIGHT

The name and address of each incorporator are:

NAME

Donald W. Dix, Jr.

ADDRESS

P. O. Box 19443
Jacksonville, FL 32245

ARTICLE NINE

This corporation may be dissolved prior to the time fixed in these Articles of Incorporation by a 51% vote of the stockholders then holding voting capital stock at a meeting of the stockholders called for that purpose, in the manner, not inconsistent with Florida law, set forth in the bylaws, if any. In the event of such dissolution, the affairs of the corporation shall be wound up in the manner provided by the Florida General Corporation Act.

Executed by the undersigned at Jacksonville, Florida on this 10th day of MAY, 1995.

WITNESSES:

[Signature]
[Signature]

INCORPORATOR:

[Signature]
Donald W. Dix, Jr.

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared DONALD W. DIX, JR., to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 10th day of May, 1995.

Lisa Troxel
Notary Public, State of Florida
My Commission Expires:
SEAL



INITIAL REGISTERED AGENT OF ALGO FLASH FLORIDA, INC.

The address of the initial registered agent of the corporation is 6825 Lillian Road, Jacksonville, Florida 32211, and the name of its initial registered agent at such address is Lee S. Osborne.

By his signature below, Lee S. Osborne accepts designation as registered agent of Algo Flash Florida, Inc.



LEE S. OSBORNE