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SARAH HELENE SHARP

JACKSONVILLE 904-399-1000  
OCALA 904-2807-1000

February 1, 1996

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

Re: Incorporation of AGROMARK, INC.  
A Florida Corporation

Dear Madam/Sir:

3000001706493  
-02/05/96--01078--003  
\*\*\*122.50 \*\*\*122.50

Enclosed for filing are an original and one copy of Articles of Incorporation of Agromark, Inc., a Florida corporation. Also enclosed is our firm's check for \$122.50 to cover the following fees:

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

Please file the original Articles of Incorporation and forward a certified copy to our offices.

Very truly yours,

*WJ Scott*

William J. Scott

WJS/bkb  
Enclosures  
712901/59511

2/7/96  
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ARTICLES OF INCORPORATION

OF

AGROMARK, INC.

ARTICLE I

The name of this corporation is Agromark, Inc.

ARTICLE II

This Corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III

General Purpose and Nature of Business

This corporation is organized for the purpose of transacting and engaging in any and all lawful business or activity permitted under the laws of the United States of America and the laws of the State of Florida, as amended.

ARTICLE IV

Capital Stock

This corporation is authorized to issue four thousand (4,000) shares of One Dollar (\$1.00) par value common stock which shall be designated as "common stock."

ARTICLE V

No Preemptive Rights Granted

No stockholder of any class of stock of this corporation shall be entitled to preemptive rights to purchase unissued or treasury shares of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares, except to the extent that and upon such terms as the Board of Directors may from time to time determine.

ARTICLE VI

Street Mailing Address of Initial

Register Office and Name of Initial Registered Agent

The initial street and mailing address of the principal place of business of said corporation is 6060-1 Chester Circle, Jacksonville, Duval County, Florida, 32217. The initial registered agent is J. Mark Thompson, 6060-1 Chester Circle, Jacksonville, Duval County, Florida, 32217.

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**ARTICLE VII**  
**Initial Directors and Initial Officers**

The number of directors of this corporation initially shall be four (4), which number may be increased or decreased pursuant to the by-laws of the corporation; however, there shall never be less than one director nor more than five directors. The initial officers shall be President, Vice President, Secretary, Treasurer, Director of Marketing and Director of Operations. There shall be only one of each said officer, however, one person may hold more than one (1) office. The names and addresses of the initial board of directors of this corporation are:

J. Mark Thompson Vice President and Secretary	6060-1 Chester Circle Jacksonville, Florida 32217
Robert H. Black Treasurer and Director of Operations	6060-1 Chester Circle Jacksonville, Florida 32217
Carlos Lang President	6060-1 Chester Circle Jacksonville, Florida 32217
Andries Jacobus Van Cruysen Director of Marketing	6060-1 Chester Circle Jacksonville, Florida 32217

**ARTICLE VIII**

The names and addresses of the incorporators signing these articles are:

J. Mark Thompson	6060-1 Chester Circle Jacksonville, Florida 32217
Robert H. Black	6060-1 Chester Circle Jacksonville, Florida 32217
Andries Jacobus Van Cruysen	6060-1 Chester Circle Jacksonville, Florida 32217

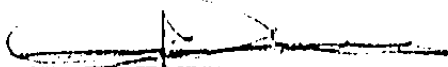
**ARTICLE IX**  
**Amendments**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we, J. Mark Thompson, Andries Jacobus Van Cruysen, and Robert H. Black, being the incorporators and the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate and by declaring and certifying that the facts herein stated are true, and hereunto set our hands and seals this 10 day of MAY, 1995.

  
J. Mark Thompson

  
Robert H. Black

  
Andries Jacobus Van Cruysen

Certification Designating Place of Business or  
Domicile for the Service of Process Within  
This State, Naming Agent Upon Which Process  
May Be Served

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That Agromark, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Jacksonville, County of Duval, State of Florida, has named J. Mark Thompson, 6060-1 Chester Circle, Jacksonville, Florida, 32217, as its agent to accept service of process within the state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

J. Mark Thompson  
J. Mark Thompson

Sworn to and subscribed before me  
this 10 day of May, 1995,  
appeared J. Mark Thompson, who is  
personally known to me or who  
produced the following identification

FL drivers license

Cindy M. Lentsch  
Notary Public, State of Florida

Cindy M. Lentsch  
Notary Name (Print)

My Commission expires:

