

P96000016472

Southern Agri Management, Inc.
55 Canton Road
Lake Worth, Florida 33467-3809
(407) 964-5999

February 14, 1996

Via Airborne Express

State of Florida
Division of Corporations
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32399

200001719772
-02/20/96-01124-004
*****70.75 *****70.75

Re: Southern Agri Management, Inc.

Dear Sir/Madam:

Enclosed is the Articles of Incorporation (original and duplicate) for the above named corporation.

Also enclosed is a check for the following:

Filing fee	\$35.00
Certificate Under Seal	8.75
Designation of Registered Agent	35.00

	\$78.75
	=====

Please return the Certificate under Seal to us at your earliest convenience in the enclosed SASE envelope.

Please contact us with any questions. Thank you.

Sincerely, *Dane W. Canfield*

Dane W. Canfield

SN FEB 22 1996

FILED
1996 FEB 20 PM 12:13
DIVISION OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
Southern Agri Management, Inc.

FILED
95 FEB 20 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE ONE - NAME AND ADDRESS

The name of the corporation shall be **Southern Agri Management, Inc.** The principal place of business of this corporation shall be 55 Canton Road, Lake Worth, Florida 33467-3809.

ARTICLE TWO - DURATION

The term of the corporation's existence is perpetual.

ARTICLE THREE - PURPOSE

The corporation's purpose is to engage in and to transact any and all business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR - CAPITAL STOCK

The corporation has authority to issue One Thousand (1,000) shares, all of which shall be common shares with no par value.

ARTICLE FIVE - PREEMPTIVE RIGHTS

Each shareholder shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

ARTICLE SIX - REGISTERED OFFICE

The street address of the corporation's initial registered office is 1109 South Congress, West Palm Beach, Florida, 33406 and the name of the initial registered agent at that address is John Michael Yeend, who by executing these articles accepts the responsibility to act in this capacity and states that he is familiar with and accepts the obligations of his position and agrees to comply with all statutes relating to the proper performance of his duties.

ARTICLE SEVEN - DIRECTORS

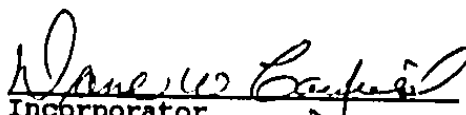
The initial Board of Directors shall consist of One (1) member. The name and address of the members of the initial Board of Directors are:

Dane W. Canfield 55 Canton Road
Lake Worth, Florida 33467-3809

ARTICLE EIGHT - INCORPORATORS

The name and address of the incorporator is Dane W. Canfield, 55 Canton Road, Lake Worth, Florida 33437.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 14 day of FEB, 1996.


Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 14 day of FEBRUARY, 1996 by the above named incorporator.


Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE with Section 48.091, Florida Statutes, the following
is submitted:

That Southern Agri Management, Inc. desires to organize or
qualify under the laws of the State of Florida, with its
principal place of business in the County of Palm Beach, State
of Florida, and has named John Michael Yeend located at 1109
South Congress Avenue, West Palm Beach, Florida 33406 as its
agent to accept service of process within Florida.

Executed this 14 day of FEBRUARY, 1996.

Walter W. Crawford
Director

Having been named to accept service of process for the above stated
corporation, at the place designated in the Certificate, I hereby
agree to act in this capacity, and I further agree to comply with
the provisions of all statutes relative to the proper and complete
performance of my duties.

Executed this 14 day of FEBRUARY, 1996.

John Yeend
Registered Agent

FILED
95 FEB 20 PM 12:13
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA