

TRANSMITTAL LETTER

P960000093315

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

SUBJECT: Agri - Payroll SERVICES INC.
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for
\$ 70.00.

200001892302--6
-10/31/96--01065--018
*****70.00 *****70.00

FROM:

Peggy J. Beasley
Name (printed or typed)

P.O. Box 2447
Address

LAKE WALES FL 33859-2447
City, State, & Zip

941-678-1669
Telephone Number

625-
W96-23479

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 14 PM 1:19

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

ag 11/14/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 NOV 14 PM 1:19

November 5, 1996

PEGGY J. BEASLEY
POST OFFICE BOX 2447
LAKE WALES, FL 33859-2447

SUBJECT: AGRI - PAYROLL SERVICES, INC.
Ref. Number: W96000023479

We have received your document for AGRI - PAYROLL SERVICES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 996A00050798

EFFECTIVE DATE

11/11/96

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ARTICLES OF INCORPORATION
OF

Agri-Payroll Services, Inc.

The undersigned, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Corporate Code, hereby certifies as follows:

FIRST
IDENTIFICATION

The name of the corporation, hereinafter referred to as the "Corporation," is Agri-Payroll Services, Inc..

SECOND
PERIOD OF EXISTENCE

The period during which the corporation shall continue is perpetual.

THIRD
PRINCIPAL OFFICE

The principal office of the Corporation is 728 CURRAN St, LAKE WALES, FL 33853.
The mailing address of the principal office is PO Box 2447, LAKE WALES, FL, 33859.

FOURTH
REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is 728 CURRAN St LAKE WALES FL. The name and address of the initial registered agent therein and in charge thereof, upon whom process against the Corporation may be served, is Peggy J. Beasley, 728 CURRAN St, LAKE WALES, FL 33853.

FIFTH
PURPOSE

The purpose of the Corporation is to engage in any or all lawful business for which corporations may be organized under the provisions of the General Corporation Law of Florida.

SIXTH
SHARES

The total authorized capital stock of the Corporation is 1000 shares having a Par Value of .01. All or any part of said shares may be issued by the Corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

SEVENTH
INCORPORATOR'S ADDRESS

The name and post office address of the Incorporator of the Corporation is as follows:

Peggy J. Beasley
PO Box 2447
LAKE WALES, FL
33859-2447

EIGHTH
DIRECTORS

The powers of the incorporator are to terminate upon the filing of this Articles of Incorporation and the name(s) and mailing addresses of persons who are to serve as director(s) until the first meeting of stockholders or until their successors are elected and qualify are as follows:

Peggy J. Beasley
PO Box 2447
LAKE WALES, FL 33859

Dennis A. Beasley
PO Box 2447
LAKE WALES, FL 33859

NINTH
INDEMNITY

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

The effective date of this Certificate of Incorporation shall be Nov 11, 1996.

In Witness Whereof, the undersigned Incorporator has caused this Articles of Incorporation to be executed as of Nov 11, 1996.

Peggy J. Beasley
Incorporator

STATE OF FLORIDA)
COUNTY OF POLK)

The forgoing Articles of Incorporation were acknowledged before me, this 11th day of November, 1996.

Marilyn Jane Ratliff
NOTARY PUBLIC State of Florida
MARILYN JANE RATLIFF

My Commission Expires:



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DIVISION OF CORPORATIONS.

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ACCEPTANCE BY REGISTERED AGENT

The undersigned, Peggy J. Beasley,
being appointed in the following Articles of Incorporation
as the Registered Agent for Agei-Payroll Services, Inc.,
accepts the appointment as registered agent for said
corporation this 11th day of Nov, 1996.

11-11-96
Date

Peggy J. Beasley