

P960000094613
PETERSON, MERRICK, P.
ATTORNEYS AT LAW

J. HARDIN PETERSON, SR. (1894-1978)
MICHAEL W. CREWS (1941-1991)

PHILIP O. ALLEN
JACK P. BRANDON
BEACH A. BROOKS, JR.
KRISTEN M. BUZZANCA
J. DAVIS CONNOR
MICHAEL S. CRAIG
ROY A. CRAIG, JR.
JACOB C. DYKHOORN
DENNIS P. JOHNSON
KEVIN C. KNOWLTON
DOUGLAS A. LOCKWOOD, III
M. CRAIG MAESSEY
PETER J. MUNSON
CORNEAL B. MYERS
CORNELIUS B. MYERS, III
E. BLAKE PAUL
ROBERT E. PUTERBAUGH
ABEL A. PUTNAM
THOMAS B. PUTNAM, JR.
DEBORAH A. RUSTER
STEPHEN R. SENN
ANDREA TEVES SMITH
KEITH H. WADSWORTH
KERRY M. WILSON

P.O. BOX 1079
LAKE WALES, FLORIDA 33859-1079
130 EAST CENTRAL AVENUE
LAKE WALES, FLORIDA 33853
(941) 676-7611
(941) 683-6942
FAX 676-0643

P.O. BOX 24628
LAKELAND, FLORIDA 33802-4628
100 EAST MAIN STREET
LAKELAND, FLORIDA 33801
(941) 683-0511
(941) 676-6934
FAX 682-8031

P.O. DRAWER 7606
WINTER HAVEN, FLORIDA 33883-7606
141 8TH STREET, NW, SUITE 300
WINTER HAVEN, FLORIDA 33891
(941) 294-3360
FAX 299-0496

PLEASE REPLY TO:

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Lake Wales
November 18, 1996

Return To
K H WADSWORTH

Attorneys' Title Insurance Fund, Inc.
660 East Jefferson Street, Suite 200
Tallahassee, FL 32301

To Whom It May Concern:

Enclosed, please find the Articles of Incorporation for B & R Fertilizer, Inc. to be filed with the Secretary of State. Enclosed is this firm's check in the amount of \$122.50 for filing fees and a check in the amount of \$10.00 for your fee.

If you have any questions, please feel free to give me a call.

Sincerely,

Keith H. Wadsworth
Keith H. Wadsworth

/ap
Enclosures

RECEIVED
FILED
95 NOV 19 PM 1:45
95 NOV 19 PM 2:55
DIVISION OF CORPORATIONS
STATE OF FLORIDA

PETERSON & MYERS, P.A.

ATTORNEYS AT LAW

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FAX 682-8031

P.O. DRAWER 7606
WINTER HAVEN, FLORIDA 33883-7606
141 6TH STREET, NW, SUITE 300
WINTER HAVEN, FLORIDA 33881
(941) 294-3360
FAX 299-5498

PLEASE REPLY TO:

Lake Wales
November 18, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: B & R Fertilizer, Inc.
Articles of Incorporation

Gentlemen:

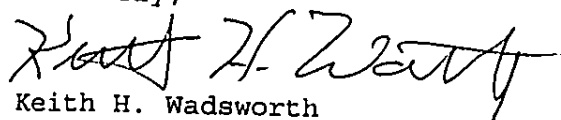
Enclosed for filing is the original and one copy of the Articles of Incorporation for the above named proposed Florida corporation. Also enclosed is this firm's check, in the amount of \$122.50, representing payment of the following fees: file Articles of Incorporation - \$35.00; certified copy fee - \$52.50; and registered agent fee - \$35.00.

Upon approval and filing of these articles, please furnish a certified copy to the attention of:

Keith H. Wadsworth, Esq.
Peterson & Myers, P.A.
P.O. Box 1079
Lake Wales, FL 33853

If anything further is required, please call me. Thank you for your assistance in this matter.

Sincerely,


Keith H. Wadsworth

/ap
Enclosures

**ARTICLES OF INCORPORATION
OF
B & R FERTILIZER, INC.
(a corporation for profit)**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the provisions of the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation is B & R FERTILIZER, INC.

**ARTICLE II
DURATION**

This corporation shall have perpetual duration. The corporate existence shall begin with the date and time of the filing of these Articles of Incorporation by the Florida Department of State.

**ARTICLE III
PURPOSES AND POWERS**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

The corporation shall have all the rights, privileges and powers now or hereafter available to corporations for profit under the laws of the State of Florida.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which the corporation is authorized to issue is **Five Thousand (5,000) shares** of common stock. Such shares shall consist of one class only and shall have a par value of \$1.00 per share.

**ARTICLE V
PRINCIPAL OFFICE**

The address of the principal office is 400 Eagle Lake Loop Road, Winter Haven, FL 33880, and the mailing address of the corporation shall initially be Post Office Box 5609, Winter Haven, FL 33880.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 400 Eagle Lake Loop Road, Winter Haven, FL 33880, and the name of its initial registered agent at that office is Nancy S. Saxon.

ARTICLE VII
MANAGEMENT OF THE CORPORATION'S AFFAIRS

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors of the corporation.

ARTICLE VIII
OFFICERS

The officers of the corporation shall consist of a president, a vice president, a treasurer, a secretary, and such other officers as may be authorized by the bylaws. The officers shall be elected by the board of directors. An officer need not be a resident of the State of Florida nor a shareholder of the corporation.

ARTICLE IX
INITIAL OFFICERS

The names and addresses of the persons who shall serve as officers of the corporation until the first election of officers by the board of directors are as follows:

President:	Jack M. Berry, Jr.
Secretary:	Jack M. Berry, Jr.
Treasurer:	Jack M. Berry, Jr.
Vice President:	Jack M. Berry, Jr.

ARTICLE X
BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation shall be one. The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one. Members of the board of directors need not be residents of the State of Florida nor shareholders of the corporation. The directors shall be elected at the first annual shareholders' meeting and at each annual shareholders' meeting thereafter, and shall hold office, in the

manner set forth in the bylaws. Directors shall be removed and vacancies filled in the manner provided in the bylaws.

The name and address of each person who shall serve as a member of the initial board of directors are as follows:

Jack M. Berry, Jr.
400 Eagle Lake Loop Road
Winter Haven, FL 33880

ARTICLE XI
NAMES AND ADDRESSES OF INCORPORATORS

The name and address of the incorporator of this corporation are as follows:

Jack M. Berry, Jr.
400 Eagle Lake Loop Road
Winter Haven, FL 33880

ARTICLE XII
BYLAWS

The initial bylaws for the corporation shall be made and adopted by the board of directors of the corporation and may thereafter be amended, altered, or rescinded only in accordance with the provisions of the bylaws or the Florida Business Corporation Act, or any successor thereto.

ARTICLE XIII
MEETINGS OF THE SHAREHOLDERS

Annual and specially called meetings of the shareholders of this corporation shall be held as provided in the bylaws.

ARTICLE XIV
QUORUM AT SHAREHOLDERS' MEETING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders of the corporation.

ARTICLE XV
AMENDMENT OF ARTICLES

The corporation reserves the right to amend these Articles of Incorporation, from time to time, in any and as many respects as may be desired, in accordance with the manners and procedures provided by the Florida Business Corporation Act, or any successor thereto.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming this corporation for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 18th day of November, 1996.

Signed, sealed and delivered
in the presence of:

Keith H. Wadsworth
Print Name: Keith H. Wadsworth

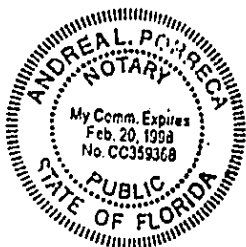
Andrea L. Porreca
Print Name: Andrea L. Porreca

JACK M. BERRY, JR.
as incorporator

STATE OF FLORIDA

COUNTY OF POLK

The foregoing Articles of Incorporation was acknowledged before me this 18th day of November, 1996, by JACK M. BERRY, JR., who is personally known to me or who has produced a drivers license as identification.



Andrea L. Porreca
Notary Name: Andrea L. Porreca
State of Florida
My Commission Expires: 2/20/98

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above named corporation, at the place designated, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I state that I am familiar with, and accept, the obligations of my position as registered agent.

Dated: November 18, 1996

Nancy S. Saxon
NANCY S. SAXON

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TALLAHASSEE, FLORIDA