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Charter Number Only

11-26-96

Peter Gruber

Requester's Name

9100 South Dadeland Blvd.

Address

Miami, FL 33156

City

State

ZIP

Phone

670-10103

VALIDATION ONLY

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****122.50 ****122.50

EFFECTIVE DATE
11-27-96

CORPORATION(S) NAME

AGR Farms, Inc.



Empire Toll Free: 1-800-432-3028

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Foreign	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
		<input type="checkbox"/> Mail Out

Name
Availability
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Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (R8-85)

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CERTIFIED COPY

ARTICLES OF INCORPORATION

of

AGR FARMS, INC.

FILED
26 DEC -2 PM 3:02
CLERK OF DISTRICT COURT
STATE OF FLORIDA

The undersigned, being the incorporator hereinafter named, hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida.

EFFECTIVE DATE
11-27-96

ARTICLE I

Name

The name of the corporation shall be:

AGR FARMS, INC.

The principal place of business of this corporation shall be:

8867 S.W. 131st Court
Miami, Florida 33186

ARTICLE II

Duration

This corporation shall exist in perpetuity.

ARTICLE III

Purpose

The purpose of the corporation shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV

Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock, having a par value of

One (\$1.00) Dollar per share which shall be designated as common shares.

ARTICLE V

Right of Shares of Capital Stock

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, each share having one (1) vote.

Nothing in these Articles shall be construed to allow for cumulative voting of said shares.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 8867 S.W. 131st Court, Miami, Florida 33186, and the name of the initial Registered Agent of the corporation at that address is Jorge Enrique Acevedo.

ARTICLE VII

Indemnification

The corporation shall indemnify all directors, officers, employees or agents who are parties to any proceeding (other than an action by, or in the right of, the corporation) by reason of the fact that they are or were a director, officer, employee or agent of the corporation to the full extent permitted by Florida Statute §607.0850.

ARTICLE VIII

Initial Board of Directors

This corporation shall have four (4) directors, initially. The number of directors may either be increased or decreased, from time to time, by the By-laws, adopted by the corporation. The names and street addresses of the initial members of the Board of Directors are:

Patricia Gomez
8867 S.W. 131st Court
Miami, Florida 33186

Alfonso Reyes
8867 S.W. 131st Court
Miami, Florida 33186

Maria Fernanda Acevedo
8867 S.W. 131st Court
Miami, Florida 33186

Jorge Enrique Acevedo
8867 S.W. 131st Court
Miami, Florida 33186

ARTICLE IX

Amendments

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

By-laws

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE XI

Officers

The names and addressees of the initial officers of the corporation who shall hold office for the first year of the corporation or until their successors are elected or appointed are:

President:	Patricia Gomez 8867 S.W. 131st Court Miami, Florida 33186
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Vice-President:	Alfonso Reyes 8867 S.W. 131st Court Miami, Florida 33186
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Secretary

Maria Fernanda Acevedo
8867 S.W. 131st Court
Miami, Florida 33186

Treasurer:

Jorge Enrique Acevedo
8867 S.W. 131st Court
Miami, Florida 33186

ARTICLE XII

Incorporator

The name and street address of the incorporator to these Articles of Incorporation is:

Jorge Enrique Acevedo
8867 S.W. 131st Court
Miami, Florida 33186

ARTICLE XIII

Special Provision

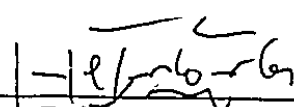
The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE XIV

Effective Date

The existence of the corporation shall begin on the date of execution of these Articles of Incorporation.

In Witness Whereof, the undersigned has hereunto set his hand and seal on this 27 day of November, 1996.



Jorge Enrique Acevedo

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED
DEC -2 PM 3:02
FILE
FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **AGR FARMS, INC.**
2. The name and address of the registered agent and office is:

Jorge Enrique Acevedo
8867 S.W. 131st Court
Miami, Florida 33186

AGR FARMS, INC.

By: Jorge Enrique Acevedo
Jorge Enrique Acevedo, Treasurer

Dated: 11/27/96

ACKNOWLEDGMENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 am familiar with and accept the obligations of my position as Registered Agent.

Jorge Enrique Acevedo
Jorge Enrique Acevedo

Dated: 11/27/96