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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CRARY, BUCHANAN, BOWDISH, ET AL
CONTACT: BETTY J DEES
PHONE: (407)287-2600

ACCT#: 076424001425

FAX #: (407)287-0115

NAME: U.S.A. SEEDS, INC.

AUDIT NUMBER.....H96000017197

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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TALLAHASSEE, FLORIDA

12-9-96
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FILED
96 DEC -9 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NUMBER: H96000017197 0

ARTICLES OF INCORPORATION

OF

U.S.A. SEEDS, INC.

96 DEC -9 PM 2:42
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby certify his intention to form a corporation under and by virtue of the laws of the State of Florida, and further certifies that:

**ARTICLE I
NAME**

The name of this corporation shall be:

U.S.A. SEEDS, INC.

**ARTICLE II
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE III
NATURE OF BUSINESS**

The general nature of the business or businesses to be transacted under this Certificate of Incorporation shall be:

To buy, sell, produce and distribute seed and seed coatings and to engage in any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

Lawrence E. Crary, Esq.

555 Colorado Avenue

Stuart, FL 34994

407-287-2600

Fla. Bar #: 250414

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ARTICLE IV AUTHORIZED SHARES

A. Number. The aggregate number of shares that the corporation shall have the authority to issue is Ten Thousand (10,000) shares of Capital Stock with a par value of One (\$1.00) Dollar per share.

B. Initial Issue. Five Thousand (5,000) shares of the Capital Stock of the corporation shall be issued for cash at a par value of One (\$1.00) Dollar per share.

C. Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

D. Dividends. The holder of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation.

E. No classes of stock. The shares of the corporation are not to be divided into classes.

F. No share in series. The corporation is not authorized to issue shares in series.

ARTICLE V MAILING ADDRESS

The mailing address of the Corporation is: 2849 S.W. 42nd Avenue, Palm City, Florida 34990

ARTICLE VI REGISTERED AGENT

The corporation's initial registered office and initial registered agent at that address shall be:

Lawrence E. Crary III

555 Colorado Avenue, Suite 1
Stuart, Florida 34994

Lawrence E. Crary, Esq.

555 Colorado Avenue

Stuart, FL 34994

407-287-2600

Fla. Bar #: 250414

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**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of one member. Directors need not be residents of the State of Florida.

**ARTICLE VIII
NAMES AND ADDRESSES OF INITIAL DIRECTORS**

The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, and until their successors shall have been elected and qualified, are as follows:

Glen Kaufman	5091 S.W. Landing Creek Drive Palm City, Florida 34990
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**ARTICLE IX
INCORPORATORS**

The names and addresses of the initial incorporators are as follows:

Lawrence E. Crary III	555 Colorado Avenue, Suite 1 Stuart, Florida 34994
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**ARTICLE X
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the manner provided by law. Every proposed amendment to these Articles of Incorporation shall require the approval by the Board of Directors, whereupon it shall be proposed by the Board to the Stockholders, and, for adoption, shall require the approval at a Stockholder's meeting by a majority of the stock entitled to vote thereon; unless all the Directors and all the Stockholders sign a written statement adopting the proposed Amendment to these Articles of Incorporation.

Lawrence E. Crary, Esq.

555 Colorado Avenue

Stuart, FL 34994

407-287-2600

Fla. Bar #: 250414

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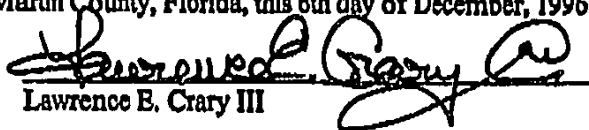
**ARTICLE XI
BYLAWS**

The Bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the Stockholders of the corporation at a regular or special meeting of Stockholders.

**ARTICLE XII
PREEMPTIVE RIGHTS**

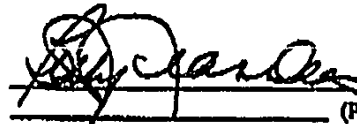
The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal and subscribed to these Articles of Incorporation at Stuart, Martin County, Florida, this 6th day of December, 1996.


Lawrence E. Crary III

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 6th day of December, 1996 by Lawrence E. Crary III, (PLEASE CHECK ONE OF THE FOLLOWING) ☒ who is personally known to me or ☐ who has produced _____ (TYPE OF IDENTIFICATION) as identification and who (PLEASE CHECK ONE OF THE FOLLOWING) ☐ did or ☒ did not take an oath. He subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.


(Print Name)

NOTARY PUBLIC
My Commission Expires:

(SEAL)

Lawrence E. Crary, Esq.
555 Colorado Avenue
Stuart, FL 34994
407-287-2600
Fla. Bar #: 250414
FAX AUDIT NUMBER: H96000017197 0




BETTY JEAN DEER
MY COMMISSION # 0030703 EXPIRES
September 21, 1998
BONDED THIRD TRUST F&M INSURANCE, INC.

FAX AUDIT NUMBER: H96000017197 0

ACKNOWLEDGMENT OF REGISTERED AGENT

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


Lawrence E. Crary III
Registered Agent

Lawrence E. Crary, Esq.

555 Colorado Avenue

Stuart, FL 34994

407-287-2600

Fla. Bar #: 250414

FAX AUDIT NUMBER: H96000017197 0

FAX AUDIT NUMBER: H96000017197 0

**ARTICLE XI
BYLAWS**

The Bylaws of the Corporation shall be made, altered or rescinded by a two-thirds (2/3rds) majority vote of the Directors of the corporation.

**ARTICLE XII
PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

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Lawrence E. Crary III

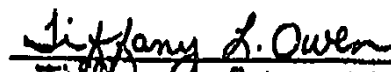
STATE OF FLORIDA
COUNTY OF MARTIN

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TIFFANY L. OWEN
MY COMMISSION # 00458000 EXPIRES
May 7, 1999
BONDED THROUGH FARM INSURANCE, INC.

(SEAL)


Tiffany L. Owen (Print Name)
NOTARY PUBLIC
My Commission Expires:

Lawrence E. Crary, Esq.
555 Colorado Avenue
Stuart, FL 34994
407-287-2600
Fla. Bar #: 250414
FAX AUDIT NUMBER: H96000017197