

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Silver Smith Farms, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(s) <u>photo</u>		
<input type="checkbox"/> Art. of Amend. File		
<input checked="" type="checkbox"/> Dissolution/Withdrawal <u>G/S</u>		
<input checked="" type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation <u>3000002081162-1</u>		
<input type="checkbox"/> Annual Report/Reinstatement <u>-02/02/97-01006-028</u>		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS _____

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME 2/1 12:00 CK No. _____

BY [Signature]

WALK-IN Will Pick Up 2/1 12:00

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

FILED
97 FEB -7 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be:

SILVERSMITH FARMS, INC.

ARTICLE II

The principal office of this corporation shall be Suite 7, 180 South Knowles Avenue, Winter Park, Florida 32789, but this corporation may establish such other offices and branch offices within or without the State of Florida as may be necessary or as may be determined by the board of directors.

ARTICLE III

The amount of capital stock authorized by this corporation shall be 10,000 shares with a par value of \$.01 per share.

ARTICLE IV

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V

This corporation shall be managed by a board of directors no less than 1 nor more than 9 who need not be stockholders of the corporation. The names and street addresses of the members of the first board of directors who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified are:

THOMAS V. INFANTINO
Suite 7, 180 South Knowles Avenue
Winter Park, Florida 32789

ARTICLE VI

The name and street address of the incorporator is:

THOMAS V. INFANTINO
Suite 7, 180 South Knowles Avenue
Winter Park, Florida 32789

ARTICLE VII

THOMAS V. INFANTINO, located at Suite 7, 180 South Knowles Avenue, Winter Park, Florida 32789, has been named as the corporation's agent to accept service of process within this State. Said agent has accepted the request to act in this capacity.

ARTICLE IX

No contract or other transaction between the Corporation and one or more of its Directors or any other Corporation, firm, association, or entity in which one or more of its Directors or officers are financially interested shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

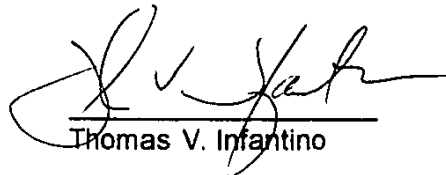
(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or

transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the Shareholders.

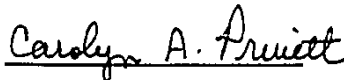
IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal on February 6, 1997.

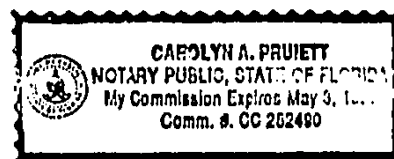

Thomas V. Infantino

STATE OF FLORIDA:
COUNTY OF ORANGE:

ON THIS DAY personally appeared before me, the undersigned officer, THOMAS V. INFANTINO, personally known to me to be the individual described in and who executed the foregoing, who did not take an oath but acknowledged executing the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on February 6, 1997.



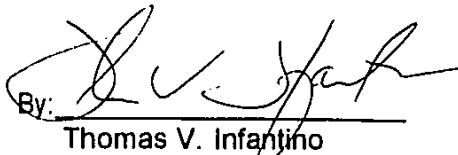


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
97FEB-7 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Pursuant to Chapter 48.091, Florida Statutes, the corporation submits:

That SILVERSMITH FARMS, INC., a corporation organized under the laws of the State of Florida, has named THOMAS V. INFANTINO, located at Suite 7, 180 South Knowles Avenue, Winter Park, Florida 32789, County of Orange, State of Florida, as its agent to accept service of process within this state.

By: 
Thomas V. Infantino
Incorporator

ACKNOWLEDGMENT BY DESIGNATED AGENT

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

By: 
THOMAS V. INFANTINO
Resident Agent