

# P970000246600

TRANSMITTAL LETTER

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

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-03/13/97--01118--008  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

SUBJECT: FLORIDA AGRICULTURAL SERVICES, INC.

I enclose an original and 1 copy(ies) of the Articles of  
Incorporation for the above corporation and a check in the amount  
of \$ 122.50,

SIGNED: Leslie Reese, Jr.

From:

LESLIE BYRON REESE, JR.  
Name

P.O. BOX 1988  
Address

MELBOURNE,  
City

FLORIDA  
State

32902  
Zip

1-407-725-1410  
Telephone Number

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 13 PM 12:03

Leslie Reese GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT B.A. Address  
DATE 3/19/97  
DOC. EXAM cf

cf 3/19/97

**ARTICLES OF INCORPORATION**

**OF**

**FLORIDA AGRICULTURAL SERVICES, INC.**

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**ARTICLE I NAME**

The name of the corporation shall be: FLORIDA AGRICULTURAL SERVICES, INC.

**ARTICLE II DURATION**

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III PURPOSE**

The nature of the business or purpose to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire, and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE IV CAPITAL STOCK**

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

**ARTICLE V VOTING RIGHTS**

Except as otherwise provided by law, 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.

**ARTICLE VI PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash or any new stock of this corporation of the same kind, class or series, as that which

he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3390 Fell Road, W.Melbourne, Florida 32904, and the name of the initial registered agent of this corporation is Leslie B. Reese, Jr..

#### ARTICLE VIII INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

NAME	ADDRESS
Stuart H. Cooper, II Fl	901 W. Hall Street, W. Melbourne,
Leslie B. Reese, Jr.	P.O.Box 1988, Melbourne, Fl 32902
Keith Barton	761 Nelda, SE Palm Bay, Fl 32907

#### ARTICLE IX INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

NAME	ADDRESS
Stuart H. Cooper, II 32901	901 W. Hall St., W>Melbourne, Fl
Leslie B. Reese, Jr.	P.O.Box 1988, Melbourne, Fl 32902

#### ARTICLE X BY-LAWS

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

ARTICLE XI APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XIII INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XIV AMENDMENT

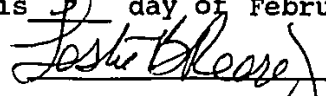
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this resolution.

ARTICLE XV PRINCIPAL OFFICE

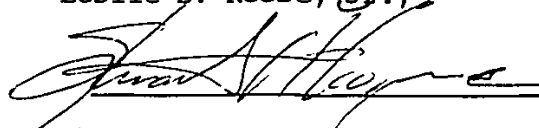
The principal office address and mailing address of this corporation shall be: 3390 Fell Road, W. Melbourne, Florida 32904.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3 day of February, 1997.

Incorporator

  
Leslie B. Reese, Jr.,

Incorporator

  
Stuart H. Cooper, II,

STATE OF FLORIDA :

COUNTY OF BREVARD :

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Leslie B. Reese, Jr. and Stuart H. Cooper, II who has produced Florida driver's licenses as identification and who did execute the above Articles of Incorporation, and acknowledged before me that he executed these Articles of Incorporation.

In witness whereof, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 3 day of February, 1997.



JOHN B. MULLION  
My Commission CC414807  
Expires Oct. 19, 1998  
Bonded by AIG  
800-852-5878

*John B. Mullion*  
County of Brevard  
State of Florida

**CERTIFICATE OF DESIGNATION**

FILED  
SECRETARY OF STATE  
CORPORATIONS  
97 MAR 13 PM 12:03

**REGISTERED AGENT/REGISTERED OFFICE**

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:

FLORIDA AGRICULTURAL SERVICES, INC.

2. The name and address of the registered agent and office is:

LESLIE BYRON REESE, JR.

3390 FELL ROAD

WEST MELBOURNE, FLORIDA 32904

Signature: \_\_\_\_\_

*Leslie Byron Reese Jr.*

Title: SECRETARY/TREASURER

Date: Feb. 3, 1997

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.

Signature: \_\_\_\_\_

*Leslie Byron Reese Jr.*

Date: Feb 3, 1997