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Secretary of State
Corporate Records Bureau
P.O.Box 6327
Tallahassee, FL 32301

600002124426--8
-03/26/97--01033--012
****122.50 ****122.50

Re: HARDLOCK FARMS, INC.

We enclose the original and one copy of the Articles of Incorporation for HARDLOCK FARMS, INC. and a check for \$122.50 to cover filing fees.

If the documents are in order, I would appreciate your filing the original and certifying the copy for our records.

If there are any questions please call Juan Rodriguez, 305-266-8211

Sincerely,

Juan R. Rodriguez

PLEASE SEND PAPERWORK TO Juan Rodriguez
#123
3800 SW 79 St.
Miami, FL 33155

FILED
97 MAR 26 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc 3/28/97

FILED

97 MAR 26 PM 4:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HARDLOCK FARMS, INC.**

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**Article I
NAME**

The name of this Corporation shall be HARDLOCK FARMS, INC.

**Article II
Nature of Business**

The general nature of the business and activities to be transacted and carried on by this Corporation are as follows:

To carry on any and all legal business in the State of Florida, including but not limited to investments in real estate. In addition the Company may borrow or lend money, and make investments in securities and real estate.

**ARTICLE III
STOCK**

The authorized capital stock of this Corporation shall consist of 5,000,000 shares of Common stock with a par value of \$.001 per share. The stock may be issued for any value deemed appropriate by the Board of Directors, but in no event shall the issue price be less than par value.

**ARTICLE IV
INCORPORATOR**

The name and street address of the Incorporator of this Corporation is as follows:

Juan Rodriguez
Apt. 103
3800 SW St.
Miami, Florida 33155

**ARTICLE V
TERM OF CORPORATE EXISTENCE**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VI
ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT**

The registered agent of this Corporation is Juan Rodriguez and the registered office of the Company is at Apt. 123 3800 SW 79 St. Miami, FL 33155.

ARTICLE VII
PLACE OF BUSINESS

The initial place of business for Hardlock Farms, Inc. is Apt. 123, 3800 SW 79 St. Miami, FL 33155.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The names and addresses of the initial board of directors of this Corporation are as follows:

Juan Rodriguez
Apt 123
3800 SW 79 St.
Miami, FL 33155

ARTICLE IX
NUMBER OF DIRECTORS

The Corporation shall have at least one member on the board of directors.

ARTICLE X
OFFICERS

The Corporation shall have a president, vice-president, secretary and treasurer.

ARTICLE XI
BY-LAWS

The board of directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, in any manner proscribed by law.

ARTICLE XII
FINANCIAL INFORMATION

The Corporation shall not be required to prepare and provide a balance sheet or a profit and loss statement to its shareholders.

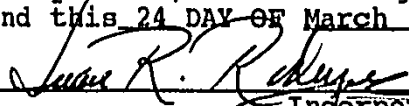
ARTICLE XIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The board shall indemnify and director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding.

ARTICLE XIV
AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, I the undersigned, being the original subscribing incorporator, to the foregoing articles of incorporation, has set his hand this 24 DAY OF March 1997.



Incorporator

STATE OF FLORIDA

COUNTY OF DADE

I hereby certify that on this day personally appeared before me, the undersigned authority, Juan Rodriguez, to me well known and well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

In witness whereof, I have hereunto set my hand and affixed my official seal on this 24 day of March 1997.



Notary Public
State of Florida at Lodge

My Commission Expires



HARVEY JUDKOWITZ
COMMISSION # CC 451792
EXPIRES APR 23, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED

97 MAR 26 PM 4:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST--THAT HARDLOCK FARMS, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS
AT APT 123, 3800 SW 79 ST. MIAMI, FL 33155, HAS NAMED JUAN RODRIGUEZ,
LOCATED AT APT 123, 3800 SW 79 ST MIAMI, FL 33155 AS ITS AGENT TO ACCEPT
SERVICE OR PROCESS WITHIN FLORIDA.


PRESIDENT

DATE

3-24-97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THIS PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.


RESIDENT AGENT

DATE

3-24-97