

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

PA 7000037737

RE: Southeastern Spreader Service, Inc.

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 \$ _____

[Handwritten Signature]
 4/28

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	4-28-97		
TIME	12:30		CK No.
BY	CJB		

WALK-IN Will Pick Up _____

Capital Access		DISBURSED
Art. Amend. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(s)		
	500002156615-8	
	-04728797-01068-004	
Dissolution/Withdrawal	****122.50	****122.50
C U S-		
Fictitious Name File		
Name Reservalion		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX ()	pgs.	
SUBTOTALS		

97 APR 28 PM 3:04
 RECEIVED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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

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 OF

SOUTHEASTERN SPREADER SERVICE, INC.

FILED
97 APR 28 PM 3:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: *SOUTHEASTERN SPREADER SERVICE, INC.*

ARTICLE II

The general nature of the business to be transacted by the corporation and its powers are:

(a) To spread fertilizer, lime and seed in pastures and citrus groves; to purchase and operate trucks, tractors, and spreaders; to purchase fertilizers, lime and seed;

(b) To do all the things and to have and exercise all of the powers, rights, privileges now or hereafter conferred by the Laws of the State of Florida upon corporations;

(c) The corporation shall further have the power to purchase its own shares for any purpose, if after such purchase its assets will not be less than its liabilities plus stated capital;

(d) To perform fully any agreement with any person who purchases shares from the corporation under an agreement reserving to the corporation the right to repurchase or obligating it to repurchase such shares;

(e) To perform any agreement with any shareholder giving the corporation the right to repurchase such shares upon the shareholder's death or upon the happening of any other event which may be set out in the agreement.

ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of One Dollar (\$1.00), which shall be fully paid and non-assessable. The holders of each share of common stock shall have one vote for each share owned. If at any time the holders of a majority or more of the then issued and outstanding shares of the corporation shall enter into an agreement restricting or limiting the sale, transfer, assignment, pledge or hypothecation of the shares of the corporation or any part thereof to which agreement the corporation shall become a party, the corporation shall thereupon observe and carry out upon and as its part the terms of any such agreement, and shall refuse to recognize any sale, transfer,

assignment, pledge or hypothecation, or any attempted sale, transfer, assignment, pledge or hypothecation, of any of the shares covered by such agreement, unless the same be in conformity with the terms and conditions of such agreement, provided that a copy of such agreement be filed in the principal office of the corporation, and further provide that notice of the existence of such provision be noted conspicuously on the face or back of each and every Certificate of shares subject to the terms of any such agreement.

ARTICLE IV

The amount of capital with which this corporation is commencing business is not less than \$500.00.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

Registered Agent for this corporation shall be John T. Brennan and the registered office of the corporation shall be 519 South Indian River Drive, Fort Pierce, Florida. The principal office of this corporation shall be 4100 Glades Road, Fort Pierce, Florida 34947.

ARTICLE VII

The corporation shall initially have two (2) Directors. The number of Directors may be increased or diminished from time to time in accordance with the By-Laws adopted for the conduct of the affairs of the corporation.

ARTICLE VIII

The name and address of the initial directors are: ROY ALLEN HODGES, JR., 4300 McCarty Road, Fort Pierce, Florida 34945 and JOHN A. SULLIVAN, 3475 Gordy Road, Fort Pierce, Florida 34945.

ARTICLE IX

The names and street addresses of the incorporators of this corporation are: ROY ALLEN HODGES, JR., 4300 McCarty Road, Fort Pierce, Florida 34945 and JOHN A. SULLIVAN, 3475 Gordy Road, Fort Pierce, Florida 34945.

ARTICLE X

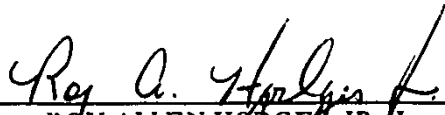
The business of the corporation shall initially be conducted by a President, and Secretary/Treasurer. The business of the corporation shall at any future time be conducted by such other offices as may be elected and qualified pursuant to the By-Laws of this corporation which may be adopted for the conduct of the affairs thereof. The following shall constitute the officers of the corporation until the first meeting thereof, or until their successors are duly elected and qualified:

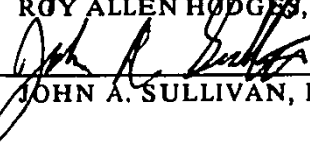
President ROY ALLEN HODGES, JR.
Secretary/Treasurer JOHN A. SULLIVAN

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF the undersigned has set their hands and seals this 24th day of April, 1997.



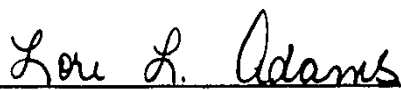
ROY ALLEN HODGES, JR., Incorporator


JOHN A. SULLIVAN, Incorporator

STATE OF FLORIDA
COUNTY OF ST. LUCIE

BEFORE ME, the undersigned authority, personally appeared ROY ALLEN HODGES, JR. and JOHN A. SULLIVAN, personally known by me or has produced _____ as identification, and who did did not take an oath, and who subscribed the above Articles of Incorporation, and they did freely and voluntarily acknowledge before me, according to law, that they made the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal, in the County and State last aforesaid this 24th day of April, 1997.



Notary Public, State of Florida at Large
My Commission Expires:
My Commission Number: _____


LORI L. ADAMS
COMMISSION # CC 506811
EXPIRES NOV 07, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

**ACKNOWLEDGMENT AND ACCEPTANCE OF
REGISTERED AGENT**

The undersigned, having been named as the Registered Agent for ~~SOUTHEASTERN~~
SPREADER SERVICE, INC. and as agent to accept service of process of such
corporation, at the place designated in Article VI, does hereby accept to act in this
capacity, and agrees to comply with the provisions of the General Corporation Act,
Chapter 607 of the Florida Statutes, relative to keeping the registered office of said
corporation open.



JOHN T. BRENNAN

FILED
97 APR 28 PM 3:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA