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WAYNE E. ROWLEE

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April 24, 1997

Secretary of State
Post Office Box 6327
Tallahassee, FL 32314

RE: Filing Articles of Incorporation
for R & D Agricultural Services, Inc.

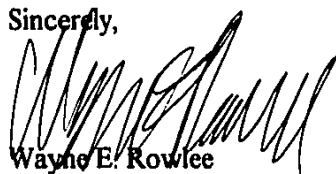
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*****70.00 *****70.00

Dear Clerk:

Enclosed please find Original and a copy of the Articles of Incorporation and a check in the amount of \$70.00 for your filing fee.

Please return all necessary documents to this office, including a copy of the original filed Articles. Thank you for your prompt attention in this matter.

Sincerely,



Wayne E. Rowlee

WER/wp
Encl.

★ ~~CONFIDENTIAL~~

APR 28 1997

**ARTICLES OF INCORPORATION
OF
R & D AGRICULTURAL SERVICES, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I: NAME

The name of the Corporation is **R & D AGRICULTURAL SERVICES, INC.**

ARTICLE II: DURATION

The existence of the Corporation shall commence with the filing of these Articles. The duration of the Corporation is perpetual.

ARTICLE III: PURPOSE

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

ARTICLE IV: CAPITAL STOCK

The number of shares of capital stock authorized to be issued by the Corporation will be Twelve Hundred (1,200) shares having a par value of one dollar (\$1.00) per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and office of the Corporation will be **WAYNE E. ROWLEE**, 30 Hardee Street, Post Office Box 640, LaBelle, Florida 33935. The initial street address of the principal office of the corporation in the State of Florida will be 3436 Marinatown Lane, North Fort Myers, Florida 33903.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The number of the Directors constituting the initial Board of Directors of the corporation are three, and the names and addresses of the persons who are to serve as the initial directors are:

Reynold F. Berti 3436 Marinatown Lane, North Fort Myers, FL. 33903

Jeanette Berti 3436 Marinatown Lane, North Fort Myers, FL. 33903

Donald J. Finney 15280 Shamrock Drive, Fort Myers, FL. 33912

ARTICLE VII: INCORPORATORS

The name and address of the incorporator is: Wayne E. Rowlee, Post Office Box 640, 30 Hardee Street, LaBelle, FL. 33975.

ARTICLE VIII: AMENDMENTS

The Corporation reserves the right to amend or repeal any provision of these Articles of Incorporation, or any amendment(s) hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX: PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices,

terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE X: DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purposes:

1. If that the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or shareholders.


B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE XI: INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for, pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation has executed these Articles of Incorporation.

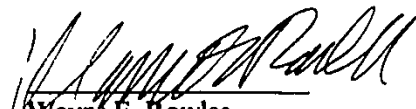
Dated this 24th day of April, 1997.


Wayne E. Rowlee
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the 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 and I accept the duties and obligations of Section 607.325 Florida Statutes.

Dated this 24th day of April, 1997.


Wayne E. Rowlee
Registered Agent

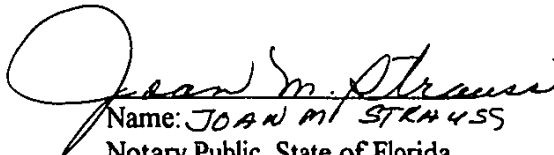
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TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF HENDRY

Before me, the undersigned authority, personally appeared Wayne E. Rowlee, to me well known to be the person who executed the foregoing articles of incorporation and acknowledge before me, according to law, that he has made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS THEREOF, I have hereunto set my hand and seal this 24th day of April, 1997.


Name: JOAN M STRAUSS
Notary Public, State of Florida
Commission # _____



JOAN M STRAUSS
My Commission CC325594
Expires Oct. 24, 1997
Bonded by HAI
800-422-1555