

*PG7000053693*

CARLSON & KLEIN, P.A.  
CERTIFIED PUBLIC ACCOUNTANTS

15600 SOUTHWEST 288TH STREET  
SUITE 305  
HOMESTEAD, FLORIDA 33033-1200

ROBERT E. CARLSON, CPA  
STEVEN C. KLEIN, CPA

TEL: (305) 242-1455 • FAX (305) 242-1456

MEMBERS  
AMERICAN INSTITUTE OF  
CERTIFIED PUBLIC ACCOUNTANTS  
FLORIDA INSTITUTE OF  
CERTIFIED PUBLIC ACCOUNTANTS

June 13, 1997

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

1.00002214471--0  
-06/17/97--01044--004  
\*\*\*122.50 \*\*\*122.50

Re: New Era Farms, Inc.

Dear State of Florida Representative,

Enclosed you will find the executed Articles of Incorporation for the above mentioned taxpayer. We have also included the initial incorporation fee of \$ 122.50. Please execute these documents and return them to us as soon as possible. Please mail them in the enclosed self addressed envelope or mail them to:

Carlson & Klein, P.A.  
15600 S.W. 288 Street, Suite 305  
Homestead, Florida 33033-1200

If you have any questions feel free to contact us at anytime.  
Thank you for your help in this matter.

Sincerely,

*Robert E. Carlson*

Robert E. Carlson, CPA

CC: New Era Farms, Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 17 AM 10:03

4  
D. BROWN JUN. 18 1997

ARTICLES OF INCORPORATION  
OF  
NEW ERA FARMS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 17 AM 10:03

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE  
NAME

The name of the corporation is NEW ERA FARMS, INC. and the principal office is located at 8865 S.W. 172 Street, Miami, Florida 33157 or such other address as the officers may from time to time designate.

ARTICLE TWO  
DURATION

The time of existence of the corporation is perpetual.

ARTICLE THREE  
PURPOSE

The corporation may engage in any or all lawful business permitted to corporations under the laws of the STATE OF FLORIDA, or any other state, country, territory or nation.

ARTICLE FOUR  
CAPITAL STOCK

The maximum number of shares which the corporation has authority to issue is 1,000 shares, all of which shall be common shares with a par value of \$1.00 each.

ARTICLE FIVE  
REGISTERED OFFICE

The principal address of the initial registered office of the corporation shall be 15600 S.W. 288 Street, Suite 305, Homestead, Florida 33033. The name of the initial registered agent at such address is Robert E. Carlson.

ARTICLE SIX  
PRE-EMPTIVE RIGHTS

The shareholders shall have Pre-emptive Rights.

ARTICLE SEVEN  
DIRECTORS

The Board of Directors of the corporation shall consist of at least one member and not more than eleven.

The name and address of initial Directors of the Board is:

<u>NAME</u>	<u>ADDRESS</u>
<u>John A. Stephenson</u>	<u>8865 S.W. 172 Street</u> <u>Miami, Florida 33157</u>

INCORPORATORS

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
<u>Robert E. Carlson</u>	<u>15600 S.W. 288th St., Suite 305</u> <u>Homestead, Florida 33033-1200</u>

IN THE WITNESS WHEREOF, I have subscribed my name this 12th day of June, 1997.

Robert E. Carlson  
Robert E. Carlson, Incorporator

STATE OF FLORIDA:  
: SS  
COUNTY OF DADE :

On this 12th day of June, 1997, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared John A. Stephenson, known to me to be the person whose name is subscribed to the within instrument, and acknowledge that he executed the same for the purpose herein contained.

IN THE WITNESS, I hereunto set my hand and official seal.

Michael L. Frederick  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:



MICHAEL L. FREDERICK  
My Comm Exp. 8/04/00  
Bonded By Service Inc  
No. CC574341  
X Personally Known ( ) Other I.D.

CERTIFICATION OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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 New Era Farms, INC.
2. The name and address of the registered agent and office is Robert E. Carlson, 15600 S.W. 288 Street, Suite 305, Homestead, Florida 33033.

Robert E. Carlson

Robert E. Carlson, Incorporator

6-12-97

Date

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 RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Robert E. Carlson

Robert E. Carlson,  
Registered Agent

6-12-97

Date

State of Florida  
County of Dade

The foregoing instrument was acknowledged and sworn to before me this 12th day of June, 1997.

Michael L. Frederick

Notary Public

My Commission Expires:



MICHAEL L. FREDERICK  
My Comm Exp. 8/04/00  
Bonded By Service Inc  
No. CC574341

Personally Known || Other I.D.

FILED STATE  
SECRETARY OF CORPORATIONS  
97 JUN 17 AM 10:03