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& SINGER**
A PROFESSIONAL ASSOCIATION

VANESSA NEGRON COHN
RONALD BRUCE COHN
GILBERT M. SINGER

JOHN G. BIANCO III
MICHAEL S. TAYLOR

P97000058569

June 25, 1997

Department of State
Corporate Records Division
409 East Gaines Street
Tallahassee, Florida 32301

900002227949--2
-07/01/97--01076--014
*****70.00 *****70.00

Re: Articles of Incorporation for Indagro Tampa Incorporated

Dear Sir/Madam:

EFFECTIVE DATE
6-27-97

Enclosed are the following:

1. Articles of Incorporation for the above-referenced entity.
2. Acceptance by Registered Agent and Registered Office.
3. Check in the amount of \$70.00 to cover your filing fees.

Enclosed you will also find a photocopy of the Articles. Please return this to me with the filing date stamped on it. Thank you for your assistance in this matter.

Very truly yours,

COHN, COHN & SINGER, P.A.



Michael S. Taylor

MST/
Enclosures
cc: Allen S. Keller

D. BROWN JUL - 3 1997

EFFECTIVE DATE
6-22-97

ARTICLES OF INCORPORATION
OF
INDAGRO TAMPA INCORPORATED

The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the laws of the State of Florida, as follows:

1. NAME

The name of this corporation is:

Indagro Tampa Incorporated

2. TERMS OF EXISTENCE

The date when the corporate existence shall commence shall be the date of the execution of these Articles of Incorporation, and the Corporation shall have perpetual existence thereafter.

3. PURPOSE

The purpose for which this corporation is organized is to transact any and all business for which a corporation may be incorporated under Florida laws, including the ownership and operation of real property.

4. CAPITAL STOCK

The corporation shall have the authority to issue 1,000,000 shares of common stock, in one class only, each with a par value of \$1.00.

5. REGISTER AGENT AND OFFICE
PRINCIPAL OFFICE AND ADDRESS

The registered agent shall be Allen S. Keller, and the initial registered office shall be at

13709 Attley Place, Tampa, Florida 33624. The principal office and mailing address of the Corporation is.

Indagro Tampa Incorporated
14502 North Dale Mabry Hwy.
Suite 200
Tampa, Florida 33618

6. BOARD OF DIRECTORS

The initial Board of Directors shall have member whose name and address is as follows:

Allen S. Keller
13709 Attley Place
Tampa, Florida 33624

Giovanni del Conte
130 Syngrou Avenue
17671 Athens Greece

Alessandro del Conte
130 Syngrou Avenue
17671 Athens Greece

Theodore del Conte
130 Syngrou Avenue
17671 Athens Greece

The number of directors may be raised or lowered by amendment of the bylaws of the Corporation, but shall in no case be less than one.

7. INCORPORATOR

The incorporator of this Corporation is Michael S. Taylor, Esquire, whose address is 705 West Azele Street, Tampa, Florida 33606.

8. SHAREHOLDER' PREEMPTIVE RIGHTS

Each shareholder of this 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 of from the treasury of this Corporation, in the ratio of the shares he holds at the time of issue bears to the total of numbers of shares outstanding, exclusive of treasury shares.


This right shall be deemed waived by any shareholder who does not exercise it and pays 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. The right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within (30) days of receipt of notice from such Corporation.

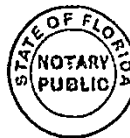
In witness thereof, the undersigned incorporator has executed these Article of Incorporation this 27 day of June, 1997.


MICHAEL S. TAYLOR, ESQUIRE

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me this 27th day of June, 1997, by Michael S. Taylor, who is personally known to me **OR** has produced a Florida driver's license as identification.


Notary Public - State of Florida at Large
My commission Expires:

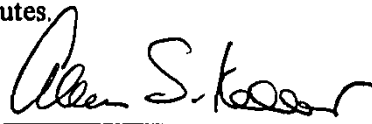


IRENE COPELAND
My Comm Exp. 2/26/00
Bonded By Service Ins
No. CC529204

Personally Known Other I. D.

ACCEPTANCE BY REGISTERED AGENT AND REGISTERED OFFICE

Having been named Registered Agent and designated to accept service of process at, Indagro Tampa Incorporated, 13709 Attley Place, Tampa, Florida 33624, I hereby agree to act in this capacity. I further agree to comply with all the provisions of all the statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations provided for in Section 607.325, Florida Statutes.

A handwritten signature in cursive script, appearing to read "Allen S. Keller", written over a horizontal line.

Allen S. Keller
Registered Agent