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Walter E. Apple

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SECRET
TALLAHASSEE, FLORIDA

ATTORNEY AT LAW
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Fort Lauderdale, Florida 33308-4003

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July 21, 1997

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

Re: AGRISOIL, INC.

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-07/24/97--01057--003
*****78.50 *****78.50

Gentlemen and Mesdames:

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida corporation.

A check for \$78.50 is enclosed. This represents payment for:

Profit corporation filing fee	\$35.00
Registered agent designation	35.00
Certificate of status	<u>8.75</u>

Total	\$78.75
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Very truly yours,

Encl.

Walter E. Apple

PH
7/25/97

ARTICLES OF INCORPORATION

of

AGRISOIL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation.

ARTICLE I. CORPORATE NAME

The name of this corporation is AGRISOIL, INC..

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 2425 East Commercial Blvd., Suite 101, Fort Lauderdale, Florida 33308-4003.

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of \$1 par value common stock.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial Registered Agent are Walter E. Apple, 2425 East Commercial Blvd., Suite 101, Fort Lauderdale, Florida 33308-5703.

ARTICLE V. INCORPORATOR

The name and street address of the incorporator to these articles of incorporation are Walter E. Apple, 2425 East Commercial Blvd., Suite 101, Fort Lauderdale, Florida 33308-5703.

ARTICLE VI. DIRECTORS

The corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and his successor/s shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are: Walter E. Apple, 2425 East Commercial Blvd., Suite 101, Fort Lauderdale, Florida 33308-5703.

The incorporator has executed these Articles of Incorporation this 21st day of July, 1997.

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(Seal)

Walter E. Apple, Incorporator

TALLAHASSEE, FLORIDA

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, 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 AGRISOIL, INC.
2. The name of the registered agent is WALTER E. APPLE.
3. The address of the registered agent/registered office is 2425 East Commercial Blvd., Suite 101, Fort Lauderdale, Florida 33308-4003..

AGRISOIL, INC.

By:

Walter E. Apple

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: July 21, 1997

Walter E. Apple