

P970000 66078



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 480287 3487A

AUTHORIZATION :

Patricia Pigut

COST LIMIT : \$ 70.00

ORDER DATE : July 30, 1997

ORDER TIME : 1:55 PM

ORDER NO. : 480287-005

CUSTOMER NO: 3487A

700002253287--6

CUSTOMER: Paula M. Moser, Legal Asst
ICARD MERRILL CULLIS TIMM
FUREN & GINSBURG, PA
2033 Main Street, Suite 101
P. O. Drawer 4195
Sarasota, FL 34237

DOMESTIC FILING

NAME: SOILSAVERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS: _____

FILED
97 JUL 30 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUL 30 PM 2:41
CONFIDENTIAL

SN JUL 30 1997.

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ARTICLES OF INCORPORATION
OF
Soilsavers, Inc.

FILED
97 JUL 30 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1. - NAME

The name of the corporation is Soilsavers, Inc.

ARTICLE 2. - PRINCIPAL OFFICE

The principal office of the corporation shall initially be at 3084 Jefferson St., Coconut Grove, FL 33133. The corporation may change its principal office from time to time as permitted by law.

ARTICLE 3. - MAILING ADDRESS

The initial mailing address of the corporation shall be 3084 Jefferson St., Coconut Grove, FL 33133. The corporation may change its mailing address from time to time as permitted by law.

ARTICLE 4. - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 5. - SHARES

This corporation is authorized to issue 10,000 shares of voting common stock.

ARTICLE 6. - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE 7. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2033 Main Street, Suite 600, Sarasota, Florida, 34237, and the name of the initial registered agent of this

corporation at that address is ICARD, MERRILL, CULLIS, TIMM, FUREN & GINSBURG, P.A., Attention: Robert E. Messick.

ARTICLE 8. - INITIAL BOARD OF DIRECTORS

This corporation shall have 3 directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Bill Rippetoe
12409 S. Memorial Drive
Bixby, Oklahoma 74008

Curtis Campaigne
3084 Jefferson St.
Coconut Grove, FL 33133

Dieter Gebhard
1774 South Dr.
Sarasota, FL 34239

ARTICLE 9. - INCORPORATOR

The name and address of the Incorporator is:

Robert E. Messick
ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.
2033 Main Street, Suite 600
Sarasota, Florida 34237

ARTICLE 10. - CUMULATIVE VOTING

All shareholders are entitled to cumulate their votes for directors.

ARTICLE 11. - INDEMNIFICATION

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees reasonably incurred in connection with any threatened, pending or completed

action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

The undersigned Incorporator has executed these Articles of Incorporation on the 7th day of July, 1997.

Robert E. Messick
Robert E. Messick

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me, a Notary Public, appeared Robert E. Messick, known to be the person described as the Incorporator, who executed the foregoing Articles of Incorporation and said person did acknowledge subscribing to the same.

Witness my hand and official seal this 7th day of July, 1997.

Paula Moser

Notary Public

My Commission Expires:



Paula Moser
MY COMMISSION # CC646781 EXPIRES
May 13, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
SOILSAVERS, INC.

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and 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 duties.

DATED: July 7, 1997.

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.

By: 

Robert E. Messick,
Registered Agent

FILED
97 JUL 30 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA