

JOHN L. KORTHALS

Attorney at Law

1401 East Atlantic Blvd.
Pompano Beach, FL 33060

(954) 783-2999
FAX (954) 783-9832

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August 19, 1997

Secretary of State
Corporations Division
Post Office Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 25 PM 2:35

Re: Beaty Brothers Farms, Inc.

Dear Sir:

Enclosed please find original and one copy of Articles of Incorporation and Certificate of Registered Agent for Beaty Brothers Farms, Inc., together with our Trust Account Check No. 1037 in the amount of \$122.50, to cover the cost of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00
	<u>\$122.50</u>

Please return the Certified Copy to this office at your earliest possible convenience. Thank you for your cooperation.

Very truly yours,

JOHN L. KORTHALS

JLK/msb
Enclosures

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D. BROWN AUG 27 1997

ARTICLES OF INCORPORATION

OF

BEATY BROTHERS FARMS, INC.

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Article 1 - Name

The name of this corporation is BEATY BROTHERS FARMS, INC.

Article 2 - Duration

This corporation shall exist perpetually.

Article 3 - Purpose

This corporation is organized to do any and all business permitted under the laws of the State of Florida.

Article 4 - Capital Stock

This corporation is authorized to issue Five Hundred (500) shares of One (\$1.00) Dollar par value common stock.

Article 5 - Initial Registered Office and Agent

The street address of the initial principal office of this corporation is 9200 Northwest 68th Court, Parkland, Florida 33067. The initial Registered Agent of this corporation is John L. Korthals, Esquire, whose street address is 1401 East Atlantic Blvd., Pompano Beach, Florida 33060.

Article 6 - Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than two. The name and address of the initial directors of this corporation are:

STEPHEN W. BEATY
9200 Northwest 68th Court
Parkland, Florida 33067

JAMES D. BEATY
7447 Northwest 82nd Terrace
Parkland, Florida 33067

Article 7 - Incorporator

The name and address of the person signing these articles is:

JOHN L. KORTHALS, ESQUIRE
1401 East Atlantic Blvd.
Pompano Beach, Florida 33060

Article 8 - Voting Rights

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares.

Article 9 - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

Article 10 - Calling of Special Meetings

Special meetings of the shareholders may be called in any manner provided by law or the by-laws.

Article 11 - Shareholder Quorum and Voting

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

Article 12 - Powers

The corporation shall have all the powers enumerated in the Florida General Corporation Act.

Article 13 - Director Quorum and Voting

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting shall be the act of the Board of Directors.

Article 14 - Action by Directors Without a Meeting

The Directors of this corporation may take action by written consent, without a meeting, as provided by law.

Article 15 - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

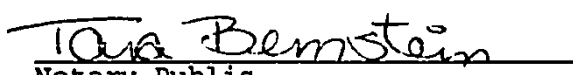
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of August, 1997.

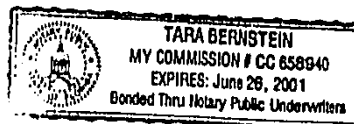

JOHN L. KORTHALS, ESQUIRE

STATE OF FLORIDA)
 :
COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared JOHN L. KORTHALS, ESQUIRE, known to and by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the state and county aforesaid, this 5th day of August, 1997.


Notary Public
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 25 PM 2:35

The following is submitted pursuant to Chapters 48.091(1)
and 607.034 of the Florida Statutes:

BEATY BROTHERS FARMS, INC., desiring to organize under
the laws of the State of Florida, being in the County of Broward,
at 9200 Northwest 68th Court, Parkland, Florida 33067, has named
JOHN L. KORTHALS, ESQUIRE, located at 1401 East Atlantic Blvd.,
Pompano Beach, Florida 33060, as its initial registered agent to
accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above stated corporation, at the initial registered office of the
Corporation in this State, I hereby accept to act in this capacity
and agree to comply with the provisions of said statute relative to
keeping the registered office of the corporation open from 10:00
A.M. to noon each day, except Saturdays, Sundays and legal
holidays, and to post therein a sign designating the name of the
corporation and the name of its registered agent.

DATED this 6 day of August, 1997.


JOHN L. KORTHALS, ESQUIRE