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JAMES P. PANICO
PROFESSIONAL ASSOCIATION
111 SOUTH MAITLAND AVENUE
MAITLAND, FLORIDA 32751-5697

CORPORATION AND BUSINESS LAW
WILLS, ESTATES AND ESTATE PLANNING
REAL PROPERTY LAW

TELEPHONE (407) 647-7200
FAX (407) 647-1420

CERTIFIED MAIL
RETURN RECEIPT REQ.

October 7, 1997

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****122.50 ****122.50

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32301

Re: American Agricultural Products, Inc.

Gentlemen:

Enclosed herewith please find original and one copy of Articles of Incorporation and Designation of Resident Agent for the above referenced corporation. We also enclose our firm's check in the amount of \$122.50.

Please file the enclosed documents and return a certified cop of the Articles o the undersigned.

Thank you for your prompt attention in this matter.

Yours very truly,


James P. Panico

JPP/sr
Enc.

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AUTHORIZATION BY PHONE TO
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DATE 10/13/97
DOC. EXAM T.M.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/13/97 T.M.

EFFECTIVE DATE
10/1/91

FILED
97 OCT 10 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AMERICAN AGRICULTURAL PRODUCTS, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation is AMERICAN AGRICULTURAL PRODUCTS, INC.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is as follows:

(a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporation; to buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, or any right or interest therein.

(b) To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation and to invest, trade, lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(e) To become a partner with any person or persons, corporation or any other business entity and engage in the same or other character of business.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government and while owner of such stock, to exercise all of the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any firm, association or corporation; and to transact any further and other business necessarily conducted with the purposes of this corporation, or calculated to facilitate the same.

(h) To carry on any or all of its operations and business, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(i) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all such things and acts as may be necessary or profitable or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is 7,500 shares of common stock, each share having a par value of \$1.00. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the Board of Directors; provided, however, that in the event such designation is not specifically made by the Board of Directors, said stock shall be deemed voting.

Authorized capital stock may be paid for in cash, service or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is \$500.00.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation shall be 3481 Lakeside Drive, N.E., Suite 2406, Atlanta, GA 30326. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than one.

ARTICLE VIII - INITIAL DIRECTORS

The names and street addresses of the initial directors who shall hold office until their successors are elected and have qualified are as follows:

James E. Elliott, 3481 Lakeside Drive, N.E., Suite 2406, Atlanta, GA 30326
Monte D. Moniz, 7631 Gardner Road, Tampa, FL 33615

ARTICLE IX - SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation, the number of shares agreed to take and the value of the consideration therefore are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u># OF SHARES</u>	<u>AMOUNT</u>
James E. Elliott	3481 Lakeside Drive, N.E. Suite 2406 Atlanta, GA 30326	250	\$ 250.00
Monte D. Moniz	7631 Gardner Road Tampa, FL 33615	250	250.00

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective on October 7, 1997.


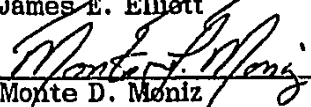
ARTICLE XI - REGISTERED AGENT

The Registered Agent of this corporation shall be Monte D. Moniz, 7631 Gardner Road, Tampa, FL 33615.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

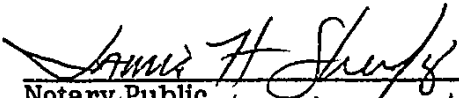
IN WITNESS WHEREOF, we have hereunto set our hands and seals,
acknowledged and filed the foregoing Articles of Incorporation under the laws of the
State of Florida, this 2nd day of October, 1997.


James E. Elliott

Monte D. Moniz

STATE OF GA
COUNTY OF Fulton

BEFORE ME, an officer duly authorized to administer oaths and take
acknowledgements in the State and County aforesaid personally appeared JAMES E.
ELLIOTT, well known to me to be the person described in the foregoing instrument
or who has produced H. Drivers License as identification, and acknowledged
before me that he executed the same for the purposes expressed therein, and who
did/did not take an oath.

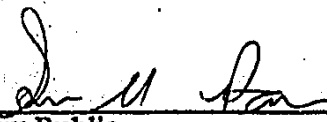
7 WITNESS my hand and official seal in the County and State aforesaid this
day of October, 1997.


Notary Public
Print Name: Jamie H. Sharfy
exp- 8/98

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, an officer duly authorized to administer oaths and take
acknowledgements in the State and County aforesaid personally appeared MONTE D.
MONIZ, well known to me to be the person described in the foregoing instrument or
who has produced _____ as identification, and acknowledged
before me that he executed the same for the purposes expressed therein, and who
did/did not take an oath.

2nd WITNESS my hand and official seal in the County and State aforesaid this
day of October, 1997.


Notary Public
Print Name: Susan A. Rawson



SUSAN A. RAWSON
My Commission CC380308
Expires Mar. 30, 1998
Bonded by HAI
800-422-1555

AMERICAN AGRICULTURAL PRODUCTS, INC.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that AMERICAN AGRICULTURAL PRODUCTS, INC., qualified to do business under the laws of the State of Florida, with its principal office located at 3481 Lakeside Drive, N.E., Suite 2406, Atlanta, 30326, County of Fulton, State of Georgia, has appointed MONTE D. MONIZ, at 7631 Gardner Road, Tampa, 33615, County of Hillsborough, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I acknowledge that I am familiar with and accept the duties and responsibilities as resident agent for said corporation.

Dated: October 2nd, 1997.


Monte D. Moniz, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA