

PC1700087969

PAXTON & WILLIAMS

ATTORNEYS AT LAW

606 BOSTON AVENUE

FORT PIERCE, FLORIDA 34950

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELEPHONE
(561) 465-5785

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(561) 465-1030

NORMAN L. PAXTON, JR.
GEORGE L. WILLIAMS, III

October 8, 1997

Corporate Records Bureau
Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, Florida 32314

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-10/10/97--01061--002
***122.50 ***122.50

Re: Bio-Dynamic Processes, Inc.

Dear Sir/Madam:

Enclosed are an executed original and one copy of the Articles of Incorporation of Bio-Dynamic Processes, Inc., together with our firm check in the amount of \$122.50 to cover the following fees:

- | | |
|-------------------------------|---------|
| 1. Filing fee | \$35.00 |
| 2. Registered agent fee | 35.00 |
| 3. Certified copy of Articles | 52.50 |

Please file the Articles of Incorporation and return a certified copy of same to this office at your earliest convenience. Thank you.

Sincerely,

Joan M. Midgette
Joan M. Midgette
Secretary to George L. Williams, III

Enclosures (3)

P. Hall
OCT 13 1997

**ARTICLES OF INCORPORATION
OF
BIO-DYNAMIC PROCESSES, INC.**

FILED
97 OCT 10 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is Bio-Dynamic Processes, Inc.

**ARTICLE II
COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE III
DURATION**

The duration of the corporation is perpetual.

**ARTICLE IV
PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V
AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by

the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI

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 from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay 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. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VII

PRINCIPAL OFFICE

The street address of the principal office and mailing address of the corporation is 8500 Orange Avenue Extension, Fort Pierce, Florida 34945.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is

1110 North 2nd Street, Fort Pierce, Florida 34950, and the name of the corporation's initial registered agent at that address is John A. Scotto.

ARTICLE IX
INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director are:

NAME

John A. Scotto

ADDRESS

1110 North 2nd Street
Fort Pierce, Florida 34950

ARTICLE X
INCORPORATOR

The name and street address of the Incorporator signing these Articles of Incorporation are:

NAME

John A. Scotto

ADDRESS


1110 North 2nd Street
Fort Pierce, Florida 34950

ARTICLE XI
AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a

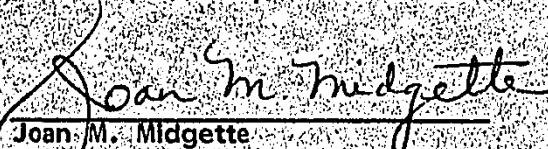
majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7th day of October, 1997.


JOHN A. SCOTT
Incorporator

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 7th day of October, 1997, by JOHN A. SCOTT, who is personally known to me.


Joan M. Midgett
Notary Public, State of Florida
Commission No. CC 537991

My Commission Expires:




Joan M. Midgett
MY COMMISSION # CC637991 EXPIRES
March 25, 2000
BONDED THROUGH FARM GUARANTEE, INC.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

FILED

97 OCT 10 AM 9:30

Having been named as registered agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.


JOHN A. SCOTT
Registered Agent