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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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-11/05/97--01077--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: AGRI-MED, INC.

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 \$70.00 is enclosed. This represents payment for filing of Articles of Incorporation.

FROM: Jonathan Bloom  
Jonathan Bloom, P.A.  
Law Offices of Jonathan Bloom, P.A.  
21845 Powerline Road, Suite 207  
Boca Raton, Florida, 33433  
(561) 347-9964

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV -5 PM 3:06

Joe Urs0 GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Reg. Agent  
DATE 11-7-97  
REG. EXAM 1123

11-6-97  
W5

ARTICLES OF INCORPORATION  
OF  
**AGRI-MED, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE ONE  
NAME

The name of the corporation is **AGRI-MED, INC.**

ARTICLE TWO  
PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 7200 West Camino Real, Suite 102, Boca Raton, Florida 33433.

ARTICLE THREE  
PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of natural resources.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.
3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE FOUR  
CAPITAL STOCK

The maximum number of shares that this Corporation is authorized to have outstanding is Seven Thousand Five Hundred (7,500) shares of common stock, each share having the par value of One Dollar (\$1.00).

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ARTICLE FIVE  
OFFICERS

The officers of the Corporation shall be:

President:	Frank J. Verdino
Vice President:	Patrick Eric Painter
Secretary:	Randolf Stuart Telford
Treasurer:	Edward Cuchel

ARTICLE SIX  
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 21845 Powerline Road, Suite 207, Boca Raton, Florida 33433 and the name of its initial registered agent at such address, is Jonathan Bloom.

ARTICLE SEVEN  
DIRECTORS

The number of directors constituting the corporation's initial board of directors is four (4). The name and address of each person who is to serve as a member of the initial board of directors are:

Name	Address
Frank J. Verdino	7200 West Camino Real, Suite 102 Boca Raton, Florida 33433
Patrick Eric Painter	7200 West Camino Real, Suite 102 Boca Raton, Florida 33433
Edward Cuchel	7200 West Camino Real, Suite 102 Boca Raton, Florida 33433
Randolf Stuart Telford	7200 West Camino Real, Suite 102 Boca Raton, Florida 33433

ARTICLE EIGHT  
INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Jonathan Bloom, Attorney	21845 Powerline Road, Suite 207 Boca Raton, Florida 33433

ARTICLE NINE  
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE TEN  
BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Director equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

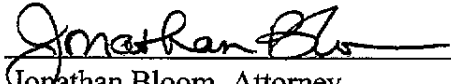
ARTICLE ELEVEN  
EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE TWELVE  
AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any matter now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

Executed by the undersigned on November 4, 1997.

  
Jonathan Bloom, Attorney  
Incorporator

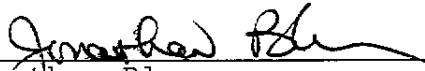
CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF FS § 607.0501 or FS § 617.0501,  
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: **AGRI-MED, INC.**
2. The name and address of the registered agent and office  
is:

Jonathan Bloom  
21845 Powerline Road, Suite 207  
Boca Raton, Florida 33433

Having been named as registered agent and to accept service of  
process for the above stated corporation at the place designated in  
this certificate, I hereby accept the appointment as registered  
agent and agree to act in this 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.

  
Jonathan Bloom

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