



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 599786 82400A

AUTHORIZATION :

Patricia Payette

COST LIMIT : \$ 122.50

ORDER DATE : November 13, 1997

ORDER TIME : 11:03 AM

ORDER NO. : 599786-005

300002346313--3

CUSTOMER NO: 82400A

CUSTOMER: Ms. Janet S. Rice
MORGAN OLSEN & OLSEN

Suite 200
315 N.e. Third Avenue
Ft. Lauderdale, FL 33301

DOMESTIC FILING

NAME: CONCH FARMS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

JP
11/13/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 13 PM 1:07

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DIVISION OF CORPORATIONS
97 NOV 13 PM 1:07

ARTICLES OF INCORPORATION
OF
CONCH FARMS, INC.

ARTICLE I: NAME

The name of this corporation is CONCH FARMS, INC. and the address of this corporation is 1542 SW 18th Terrace, Fort Lauderdale, Florida 33312.

ARTICLE II: DURATION

This corporation shall have perpetual existence.

ARTICLE III: PURPOSE

This corporation is organized to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act and for the purpose of manufacturing, purchasing or otherwise acquiring, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; and to carry on any business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1542 SW 18th Terrace, Fort Lauderdale, Florida 33312, and the name of the initial registered agent of this corporation is Robert A. Parkinson.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director 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 one.

The name and address of the initial director of this corporation is:

Robert A. Parkinson
1542 SW 18th Terrace
Fort Lauderdale, Florida 33312

ARTICLE VIII: INCORPORATOR

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

Robert A. Parkinson
1542 SW 18th Terrace
Fort Lauderdale, Florida 33312


ARTICLE IX: INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, 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 12 day of November, 1997.



ROBERT A. PARKINSON

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 Robert A. Parkinson, known to 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 this 12 of November, 1997.



Notary Public
My Commission Expires:

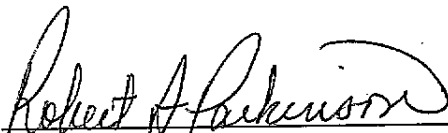


Mark C. Olsen
MY COMMISSION # CC545983 EXPIRES
April 7, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

REGISTERED AGENT CERTIFICATE

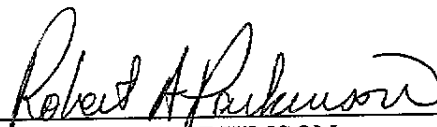
In pursuance of Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST: THAT CONCH FARMS, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Fort Lauderdale, State of Florida, has named Robert A. Parkinson as its agent to accept service of process within the State of Florida.



ROBERT A. PARKINSON
Title: Incorporator and Director
Date: November 12 1997

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby 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.



ROBERT A. PARKINSON
Registered Agent
Dated: November 12, 1997