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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: DISCOVERY FARM, INC.

AUDIT NUMBER.....H98000000677

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION

OF

Discovery Farm, Inc.

ARTICLE I
NAME

The name of this corporation is: Discovery Farm, Inc.

ARTICLE II
MAILING ADDRESS OF BUSINESS

The mailing address for this corporation is: P.O. Box 119, Williston, FL., 32696.

ARTICLE III
DURATION

This corporation shall have perpetual existence, commencing on the date of the filing of these Articles of Incorporation with the Florida Department of State, Division of Corporations, Tallahassee, Florida.

ARTICLE IV
PURPOSE

This corporation is organized for the purpose of transaction any and all lawful business.

ARTICLE V
CAPITAL STOCK

This corporation is authorized to issue One Hundred 100 shares of \$1.00 par value common stock.

Prepared by:

Pablo R. Bared, Esq., Bared and Assoc., PA
1500 San Remo, #177, Coral Gables, FL. 33146
(305) 666.6010

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ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1500 San Remo Ave. #177 Coral Gables, Fl. 33146, and the name of the registered agent of this corporation is Pablo R. Bared, Esq.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have 2 director(s) initially. The number of directors may be either increased or diminished from time to time by the Bylaws of this corporation but shall never be less than one. The name and address of the initial director(s) of this corporation is/are:

President/Director...Ivan Gilly,

Secretary.....Fernando Isturiz,

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Fernando Isturiz, P.O. Box 119, Williston, Fl. 32696.

ARTICLE IX
BYLAWS

The powers to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE X
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the laws of the State of Florida.

Prepared by: Pablo R. Bared, Esq., Bar #739405 Bared and Assoc. PA
1500 San Remo Ave., #177, Coral Gables Fl. 33146

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**ARTICLE XI
AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 6 day of January, 1998.


Fernando Isturiz, Incorporator

SWORN TO AND SUBSCRIBED before me, a Notary Public, in and for the State of Florida at Large, on this 6 day of January, 1998.


NOTARY PUBLIC

My commission expires:

Prepared by:
Pablo R. Bared, Esq. Bar #739405
Bared and Assoc., PA
1500 San Remo Avenue
Suite 177
Coral Gables, Fl. 33148



JULIETA BARED
My Commission #283832
Expires Jan. 02, 2000

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ACCEPTANCE OF REGISTERED AGENT
FOR
Discovery Farm, Inc.

Having been named to accept service of process for Discovery Farm, Inc., Pursuant to Article VI of the Articles of Incorporation, Discovery Farm, Inc., I agree to act in this capacity and to comply with the provisions of Section 48.091, Fla. Stat. relative to keeping open such office until such time as I shall notify the corporation of my resignation.

DATED in Coral Gables, Dade County, Florida on January 6, 1998.


PABLO R. BARED

Prepared by:
Pablo R. Bared, Esq. Bar #739405
Bared and Assoc., PA
1500 San Remo Ave.
Suite 177
Coral Gables, Fl. 33146

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