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An Affiliation of Professional Associations

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FRANK FEE (1913-1983)
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February 10, 1998

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

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-02/12/98--01020--002
****122.50 ****122.50

Re: Agricultural Production Management, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation for Agricultural Production Management, Inc. along with our check in the amount of \$122.50 for filing fee, registered agent designation and certified copy. Enclosed is a return envelope for the certified copy. Thank you.

Yours very truly,

Connie S. Moore

Connie S. Moore
Legal Assistant

CSM

enclosures

FILED
98 FEB 12 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
2-12-98

**ARTICLES OF INCORPORATION
OF
AGRICULTURAL PRODUCTION MANAGEMENT, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be **AGRICULTURAL PRODUCTION MANAGEMENT, INC.**

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Division of Corporations Florida Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 10,000 shares of One Dollar (\$1.00) par value common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as

may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one (1).

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

WILLIAM C. WINGFIELD, III
2160 Reserve Park Trace
Port St. Lucie, Florida 34986

JAMES E. ALLEN, JR.
214 Orange Street
Auburndale, Florida 33823

ARTICLE VIII. INDEMNIFICATION

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

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

2160 Reserve Park Trace
Port St. Lucie, Florida 34986

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

WILLIAM C. WINGFIELD, III


ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:

WILLIAM C. WINGFIELD, III
2160 Reserve Park Trace
Port St. Lucie, Florida 34986

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



WILLIAM C. WINGFIELD, III - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of **AGRICULTURAL PRODUCTION MANAGEMENT, INC.** I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for **AGRICULTURAL PRODUCTION MANAGEMENT, INC.**



WILLIAM C. WINGFIELD, III - Registered Agent

FILED
9 FEB 12 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State Of Florida

County Of St. Lucie

On February 2, 1998, WILLIAM C. WINGFIELD, III, STATE
designated above as the individual who shall serve as the
corporation's initial registered agent and incorporator, who is
personally known to me, or produced a Florida driver's license as
identification, personally appeared before me at the time of
notarization, and, after being given the oath, acknowledged signing
these Articles Of Incorporation Of **AGRICULTURAL PRODUCTION
MANAGEMENT, INC.**

Christine Perkins
Notary Public

Christine Perkins
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)

