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FILED

98 MAR -6 AM 11: 48

Date MARCH 5, 1998 SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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****122.50 ****122.50

Re: AGROTECH INC. _____, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

CHRISTOPHER E. HALL

Christopher E. Hall
(individual's name)

AGROTECH INC.
(name of corporation)

MAILING ADDRESS OF CORPORATION		
20 SW 27TH AVENUE, SUITE 206		
POMPANO BEACH, FLORIDA 33069		
PHONE		
(954)	979-2576	
Area Code	Number	Ext.

m 3/9/98

ARTICLES OF INCORPORATION

of
AGROTECH, INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

AGROTECH, INC

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue TEN MILLION shares (10,000,000) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	CHRISTOPHER E. HALL		
ADDRESS	20 SW 27TH AVENUE, SUITE 206		
CITY	POMPAÑO BEACH	FLORIDA	ZIP 33069

The principal office, if known, or the mailing address of the corporation is:

NAME	AGROTECH, INC.		
ADDRESS	20 SW 27TH AVENUE, SUITE 206		
CITY	POMPAÑO BEACH,	FLORIDA	ZIP 33069

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors 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 (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	CHRISTOPHER E. HALL		
ADDRESS	1525 NE 30TH COURT		
CITY	POMPAÑO BEACH	STATE FLORIDA	ZIP 33064
NAME	FREDERICK N. HALL		
ADDRESS	5009 NE 1ST TERRACE		
CITY	POMPAÑO BEACH	STATE FLORIDA	ZIP 33064
NAME			
ADDRESS			
CITY		STATE	ZIP


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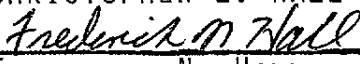
ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	CHRISTOPHER E. HALL		
ADDRESS	1525 NE 30TH COURT		
CITY	POMPANO BEACH,	STATE	FLORIDA ZIP 33064
NAME	FREDERICK N. HALL		
ADDRESS	5009 NE 1ST TERRACE		
CITY	POMPANO BEACH	STATE	FLORIDA ZIP 33064
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 5 TH day of MARCH, 19 98


CHRISTOPHER E. HALL (Seal)


FREDERICK N. HALL (Seal)

(Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

AGROTECH, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 20 SW 27TH AVENUE, SUITE 206

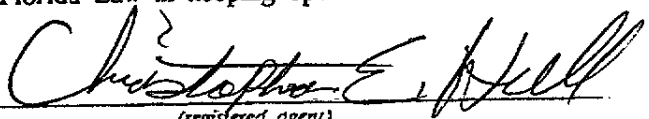
POMPANO BEACH, FLORIDA 33069

has named CHRISTOPHER E. HALL

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


CHRISTOPHER E. HALL
(registered agent)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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