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To:

Division of Corporations
Fax Number : (850)922-4000

From:

Account Name : CORPORATE CREATIONS ENTERPRISES, INC.
Account Number : 072100000245
Phone : (561)775-9980
Fax Number : (561)694-1639

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BASIC AMENDMENT

AGRICARE INTERNATIONAL, INC.

Certificate of Status	0
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Page Count	04
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Amended & Restated

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective April 14, 1999 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name

If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: AgriCare International, Inc.
Old Name:

Article II. Address

The mailing address of the Corporation is:
AgriCare International, Inc.
1877 Mealy Street
Atlantic Beach FL 32233

Article III. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Richard M. Beaver
Thomas Ganz
Michael Polletta
Carmine Polletta

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
8895 North Military Trail #202D
Palm Beach Gardens FL 33410-6266
(561) 694-8107

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Article IV. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share. In addition, the Corporation shall have the authority to issue 2,000 shares of nonvoting common stock, par value \$.01 per share.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations Enterprises Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

Article VI. Corporate Existence

The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

AgriCare International, Inc.

By: 

Name: RICHARD M. BEAVER

Title: SEC/TRES

Date: 4-19-99

Corporate Creations International Inc.
8895 North Military Trail #202D
Palm Beach Gardens FL 33410-6266
(561) 694-8107

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

AgriCare International, Inc.

REGISTERED AGENT/OFFICE:

**Corporate Creations Enterprises Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



**CORPORATE CREATIONS ENTERPRISES INC.
Frank A. Rodriguez, President and CEO**

Date: April 14, 1999

**Corporate Creations International Inc.
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Palm Beach Gardens FL 33410-6266
(561) 694-8107**

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