



THE UNITED STATES
CORPORATION
COMPANY

P98000061795

ACCOUNT NO. : 072100000032

REFERENCE : 889282 80288A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 13, 1998

ORDER TIME : 2:33 PM

ORDER NO. : 889282-005

CUSTOMER NO: 80288A

CUSTOMER: Dominick J. Salfi, Esq
DOMINICK J. SALFI, P.A.

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999 Douglas Avenue, Suite 3333
Altamonte Sprin, FL 32714-2063

DOMESTIC FILING

NAME: INDEPENDENT AG SUPPLY, 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: Cassandra Bryant

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 13 AM 8:58

FILED
98 JUL 13 PM 3:23
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

FLORIDA INDEPENDENT AG SUPPLY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 13 AM 8:58

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be FLORIDA INDEPENDENT AG SUPPLY, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 815 Mimosa Drive, Altamonte Springs, FL. 32714.

ARTICLE III - DURATION

This corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of common stock with the par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Raymond H. Maltby, 815 Mimosa Drive, Altamonte Springs, FL 32714

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

RAYMOND H. MALTBY
815 Mimosa Drive
Altamonte Springs, FL 32714

ARTICLE VIII - DIRECTORS

This corporation shall have 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 (1). The name and address of the initial directors of the corporation are:

RAYMOND H. MALTBY
815 Mimosa Drive
Altamonte Springs, FL 32714

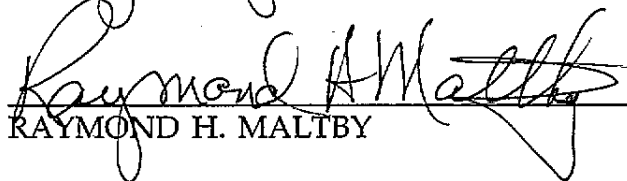
IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th day of July, 1998.


RAYMOND H. MALTBY

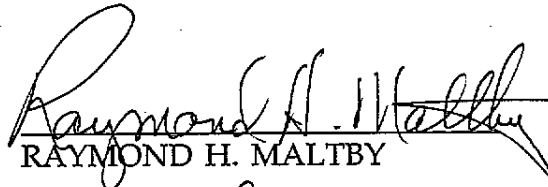
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 13 AM 8:58

Pursuant to the provisions of section 607.0501, Florida Statutes,
the undersigned corporation, organized under the laws of the State of
Florida, submits the following statement in designating the registered
office/registered agent, in the State of Florida.

1. The name of the corporation is:
FLORIDA INDEPENDENT AG SUPPLY, INC.
2. The name and address of the registered agent and office is:
RAYMOND H. MALTBY
815 Mimosa Drive
Altamonte Springs, FL 32714

HAVING BEEN NAMED AS REGISTERED AGENT AND TO
ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS
REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.
I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATING TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND
ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED
AGENT.


RAYMOND H. MALTBY

DATE: July 9, 1998