

LAW OFFICES
OUGHTERSON, OUGHTERSON, PREWITT & SUNDHEIM, P. A.

310 SW OCEAN BOULEVARD
STUART, FLORIDA 34994-2007

WM. A. OUGHTERSON
JOHN E. PREWITT
FREDERICK G. SUNDHEIM, JR.

(561) 287-0660

T. T. OUGHTERSON
(1904-1983)
FAX (561) 287-0422

July 10, 1998

P98000063088

The Honorable Sandra B. Mortham
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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****122.50 ****122.50

RE: SHADY OAKS FARM, INC. CACH Farms, Inc.

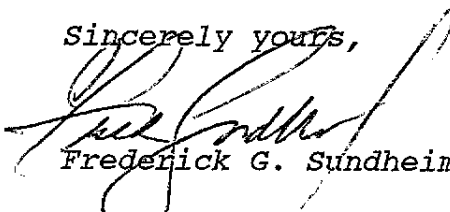
Dear Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-referenced. Also enclosed is our check in the amount of \$122.50 to cover your fee for filing same.

When the corporation has been filed, please return a certified copy of the Articles of Incorporation to the undersigned.

Thank you for your cooperation in this matter.

Sincerely yours,


Frederick G. Sundheim, Jr.

FGS:mc

cc: Hermann D. Elbrecht
Enclosures (as stated)
E-409

APPROVED
AND
FILED
98 JUL 15 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sundheim office GAVE
ON BY PHONE TO

Change name - CACH Farms, Inc.

7/17

in 20

BROCK JUL 17 1998

APPROVED
AND
FILED

98 JUL 15 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CACH FARMS, INC.

ARTICLE I. NAME

The name of this corporation shall be CACH FARMS, INC.

ARTICLE II. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: Organic farming to include purchasing, selling and raising cattle and other livestock, and all other lawful business associated with organic farming.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 having a nominal or par value of one (\$1.00) dollar per share.

ARTICLE V. REGISTERED OFFICE

The street address of the initial registered office of this corporation in the State of Florida is: 4622 SE Shady Ridge Lane, Stuart, Martin County, Florida. The name of the initial registered agent at such address is: Hermann D. Elbrecht.

The street address of the initial principal office of the corporation is 4622 SE Shady Ridge Lane, Stuart, Florida 34997, and the mailing address is the same.

ARTICLE VI
MANAGEMENT BY SHAREHOLDERS

The business of the corporation shall be managed by the shareholders of the corporation. There will be no directors.

ARTICLE VII. INCORPORATORS

The names and street addresses of the subscribers of these Articles of Incorporation are:

Name	Address	Office
Hermann D. Elbrecht	4622 SE Shady Ridge Lane Stuart, FL 34997	President
Carla L. Elbrecht	4622 SE Shady Ridge Lane Stuart, FL 34997	Secretary/ Treasurer

ARTICLE VIII. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Shareholders.

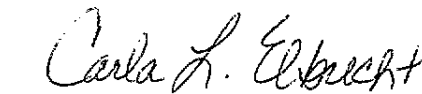
ARTICLE IX. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X. PREEMPTIVE RIGHTS

Upon the sale of any unissued or treasury shares of the corporation, each shareholder shall have the preemptive right to purchase his prorata share thereof at the price at which it is offered to others. This preemptive right is limited to the extent that no fractional shares will be issued or sold.


Hermann D. Elbrecht

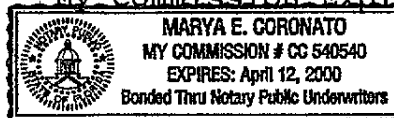

Carla L. Elbrecht

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this
13 day of July, 1998 by HERMANN D. ELBRECHT and CARLA L.
ELBRECHT, who are personally known to me.

Marya E. Coronato

Notary Public
State of Florida
My Commission Expires:



Printed name of Notary

I, HERMANN D. ELBRECHT, having been designated to act as
Registered Agent, hereby consent to act in that capacity until
removed or my resignation is submitted.

Hermann D. Elbrecht

Hermann D. Elbrecht

APPROVED
AND
FILED
98 JUL 15 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA