

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P980000074172

Pro-Seeds, Inc.

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****122.50 ****122.50

☒ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ ☒ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
98 AUG 25 AM 11:47

98 AUG 25 AM 10:23
DIVISION OF CORPORATION

Signature

Requested by:

Name

Date

Time

LS 8/25/98 9:30

Walk-In

Will Pick Up

Courier

20

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 AUG 25 AM 11:47

ARTICLES OF INCORPORATION

THE UNDERSIGNED acting as Incorporator of a corporation under the Florida General Corporation Act hereby associate themselves together to form a corporation for profit and adopt the following Articles of Incorporation for such corporation.

ARTICLE I: Name

The name of this corporation is:

PRO-SEEDS, INC.

ARTICLE II: Duration

The period of its duration is perpetual unless dissolved by action of law.

ARTICLE III: Purpose

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV: Capital Stock

The amount of the total authorized stock of the corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share fully paid and non assessable. Stock may be issued by cash, property, labor services or good will, as may be determined by the Board of Directors. There will only be one class of stock, common stock, issued with full voting powers. No other class of stock will be issued. There will be no preemptive rights for any stockholder.

ARTICLE V: Initial Registered Office and Agent

The name and address of the initial registered agent and office of this corporation are as follows:

MORRIS B. FOX

4020 Del Prado Boulevard S.
Cape Coral, FL 33904

The mailing address and office of the corporation is:

4020 Del Prado Boulevard S.
Cape Coral, FL 33904

ARTICLE VI: Initial Board of Directors

The corporation shall have one director initially. The number of directors may be either decreased or increased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial director(s) of this corporation are:

Name	Address
MORRIS B. FOX	4020 Del Prado Boulevard S. Cape Coral, FL 33904

ARTICLE VII: Initial Officers

Name	Address	Title-Office:
MORRIS B. FOX	4020 Del Prado Boulevard S. Cape Coral, FL 33904	President/Secretary
MORRIS B. FOX	4020 Del Prado Boulevard S. Cape Coral, FL 33904	Vice President/Treasurer

ARTICLE VIII: Incorporators

The name and address of the Incorporator signing these Articles of Incorporation are:

Name	Address
MORRIS B. FOX	4020 Del Prado Boulevard S. Cape Coral, FL 33904

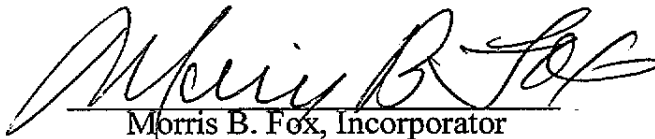
ARTICLE IX: Indemnification

The corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and pursuant to the provisions of Section 607.14 of the Florida Statutes, as amended.

ARTICLE X: Amendment of Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stockholders.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 24th day of August, 1998.


Morris B. Fox, Incorporator

STATE OF FLORIDA)
 :
COUNTY OF LEE)

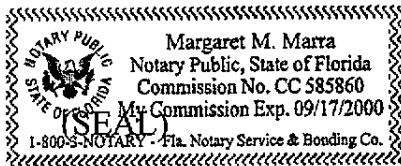
BEFORE ME, the undersigned authority personally appeared MORRIS B. FOX
(X) who is personally known to me, OR
() who provided _____ as identification, and who
did not take an oath; to me known to be the person who executed the foregoing Articles
of Incorporation, and he acknowledged to and before me that he executed such
instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24 day
of August, 1998.

My Commission Expires: 09/17/2000

Margaret M. Marra
Notary Public

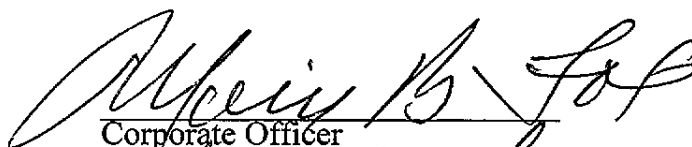
Margaret M. Marra
Printed Signature



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That PRO-SEEDS, INC. desiring to organize or qualify under the laws
of the State of Florida with its principal place of business at 1850 Boy Scout Road, Suite
A-101, the City of Fort Myers, State of Florida, has named MORRIS B. FOX, located at
4020 Del Prado Boulevard S., City of Cape Coral, State of Florida, as its agent to accept
service of process within Florida.


Corporate Officer

President

Title

Date

8-24-98

Having been named to accept service of process for the above stated corporation,
at the place designated in this certificate, I hereby agree to act in this capacity, and
I further agree to comply with the provisions of all statutes relative to the proper and
complete performance of my duties.


Registered Agent

Date

8-24-98

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