

P98000077477



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 953836 4381746

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 8, 1998

ORDER TIME : 11:23 AM

ORDER NO. : 953836-005

CUSTOMER NO: 4381746

CUSTOMER: Clifton A. McClelland, Jr., esq
POTTER MCCLELLAND MARKS &
HEALY, PA
Suite 400
700 S. Babcock Street
Melbourne, FL 32901

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -8 PM 3:37

DOMESTIC FILING

NAME: EMERSON AGRICULTURAL SERVICES,
INC.

EFFECTIVE DATE:

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-09/08/98--01105--003

*****70.00 *****70.00

XX ARTICLES OF INCORPORATION

 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY

XX PLAIN STAMPED COPY

 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

RECEIVED
8
98 SEP -9 PM 1:50
DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF

EMERSON AGRICULTURAL SERVICES, INC.

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

ARTICLE I

The name of this corporation is EMERSON AGRICULTURAL SERVICES, INC.

ARTICLE II

The nature of the business of this corporation is any and all lawful business which a corporation is permitted to conduct in the State of Florida.

ARTICLE III

The capital stock of this corporation shall be 100 shares of \$1.00 par value common stock. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax Revision Act of 1958.

All of said stock shall be payable in cash, or property other than stock or securities in lieu of cash, at a just valuation to be determined by the stockholders of this corporation.

ARTICLE IV

The amount of capital with which this corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The initial registered agent and registered office of this corporation in the State of Florida is: Keith E. Barton, 8665 Sylvan Drive, West Melbourne, Florida 32904. The stockholders may from time to time move the principal office to any other address in Florida. The principal office of the corporation is 8665 Sylvan Drive, West Melbourne, Florida. The above is also the mailing address.

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

KEITH E. BARTON	8665 Sylvan Drive
	West Melbourne, FL 32904

ARTICLE VIII

The name and address of the person signing these Articles is:

KEITH E. BARTON	8665 Sylvan Drive
	West Melbourne, FL 32904

ARTICLE IX

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE X

Special meetings of the shareholders may be called by the board of Directors.

ARTICLE XI

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII

The corporation shall indemnify any officer or directors, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII

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

ARTICLE XIV

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, does make and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto sets his hand and seal this 3rd day of September, 1998.

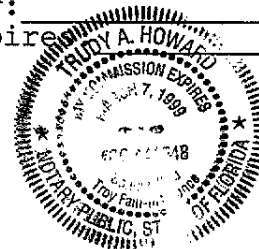
Keith E. Barton
Keith E. Barton

STATE OF FLORIDA)
) SS
COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me this 3rd day of September, 1998, by KEITH E. BARTON, who (☒) is personally known to me or (☐) who has produced _____ as identification and who (☐) did/ (☒) did not take an oath.

WITNESS my hand and official seal this 3rd day of September, 1998.

Trudy A. Howard
Printed Name: _____
Commission Number: _____
My Commission Expires _____



STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE
EMERSON AGRICULTURAL SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Pursuant to the provisions of Florida Statutes, Sections 48.091 and 607.034(3), the undersigned, as President of EMERSON AGRICULTURAL SERVICES, INC. hereby files this statement of the designation and acceptance of the initial registered agent of the corporation.

The street address of the initial registered office of this corporation is 8665 Sylvan Drive, West Melbourne, FL 32904 and the name of the initial registered agent of this corporation at that address is Keith E. Barton.

Dated this 3rd day of September, 1998.

Keith E. Barton
Keith E. Barton, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of EMERSON AGRICULTURAL SERVICES, INC. at the initial registered office of the corporation at 8665 Sylvan Drive, West Melbourne, FL 32904.

Dated this 3rd day of September, 1998.

Keith E. Barton
Keith E. Barton