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NELSON  
HESSE

2070 Ringling Boulevard  
Sarasota, Florida 34237

ATTORNEYS AT LAW

FILED

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Telephone (941) 366-7550

Telefax (941) 955-3708

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ROBERT L. HESSE  
RETIRED

\*Board Certified  
City, County &  
Local Government Law

\*\*Certified Mediator

\*\*\*Board Certified  
Business Litigation Lawyer

\*\*\*\*Board Certified  
Civil Trial Lawyer

September 10, 1998 EFFECTIVE DATE

9-9-98

RICHARD E. NELSON  
RICHARD L. SMITH\*  
F. STEVEN HERB  
OMER CAUSEY  
WILLIAM A. DOOLEY\*\*  
MICHAEL S. DREWS\*\*\*  
FREDERICK J. ELBRECHT\*\*\*\*  
GARY W. PEAL  
PHILIP J. SYPULA  
J. NEAL MOBLEY  
STEPHEN M. WALKER

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

100002638011--2  
-09/14/98--01037--010  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Agrispares, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation of Agrispares, Inc. We also enclose our firm's check in the amount of \$122.50 payable to the Secretary of State representing payment of the following fees:

Filing Fees	\$ 35.00
Certified copy	52.50
Registered Agent Fee	<u>35.00</u>
Total:	\$ 122.50

A self-addressed stamped envelope is enclosed for your convenience in forwarding me a certified copy of the Articles once the original has been filed.

Thank you for your cooperation in this regard. Please do not hesitate to give me a call should you have any questions or comments.

Very truly yours,

J. NEAL MOBLEY

JNM:h  
Enc.

cc: Agrispares, Inc.

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P. Hall

SEP 17 1998

AUTHORIZATION BY PHONE TO  
DEPOSIT

Verward  
subscriptor state

ARTICLES OF INCORPORATION

OF

AGRISPARES, INC.

FILED

98 SEP 14 PM 1:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to the articles of incorporation, who is a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I.

Name

The name of the corporation is AGRISPARES, INC.

EFFECTIVE DATE

9-9-98

ARTICLE II.

Term of Existence

The date when corporate existence shall commence shall be the date of subscription of these articles, and the corporation shall have perpetual existence thereafter.

ARTICLE III.

Nature of Business

This corporation is organized to engage in any and all lawful businesses.

ARTICLE IV.

Powers

The corporation shall have power:

- (a) To have perpetual succession by its corporation name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by

causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to an use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pensions plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE V.

##### Capital Stock

This corporation is authorized to issued 10,000 shares of one dollar (\$1.00) par value common stock, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

#### ARTICLE VI.

##### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2070 Ringling Boulevard, Sarasota, Florida 34237, and the name of its initial registered agent at such address is WILLIAM A. DOOLEY. The initial mailing address for the corporation is 6577 Superior Avenue, Sarasota, Florida 34231.

#### ARTICLE VII.

##### Directors

The corporation shall have one (1) director initially. The number of directors may be increased

or diminished from time to time by bylaws adopted by the board of directors, but any amendment to the bylaws which either increase or decrease the number of directors shall be ratified by a majority of the shareholders, provided that the corporation shall always have at least one director. The name and street address of the initial director of this corporation, who shall serve until her successors are duly elected and qualified, is:

<u>Name</u>	<u>Address</u>
Conor Hunt	6577 Superior Avenue Sarasota, Florida 34231

#### ARTICLE VIII.

##### Subscriber

The name and street address of the incorporator signing these articles of incorporation are:

WILLIAM A. DOOLEY  
2070 Ringling Boulevard  
Sarasota, Florida 34237

#### ARTICLE IX.

##### Special Provisions

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of this corporation.

#### ARTICLE X.

##### Indemnification

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

ARTICLE XI.

Preemptive Rights

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

ARTICLE XII.

Removal of Directors

The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XIII.

Amendment

These articles of incorporation may be amended in the manner provided by law.

ARTICLE XVI.

Mailing Address

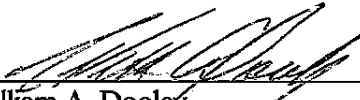
The initial mailing address for the corporation is 6577 Superior Avenue, Sarasota, Florida 34231.

IN WITNESS WHEREOF, the undersigned subscribers has executed these articles of incorporation on 9/9, 1998.

  
\_\_\_\_\_  
WILLIAM A. DOOLEY

Acceptance:

I hereby agree, as Registered Agent, to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law. I am familiar with and accept the obligations of the position of registered agent.

  
\_\_\_\_\_  
William A. Dooley  
Registered Agent

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98 SEP 14 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA