

**DOAK S. CAMPBELL, III**

ATTORNEY AT LAW

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P 980000 90811

October 20, 1998

Division of Corporations  
Corporate Records Bureau  
P.O. Box 6327  
Tallahassee, FL 32314

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-10/23/98--01027--008  
\*\*\*\*122.50 \*\*\*\*\*78.75

*Re: New Millenium Agri Products, Inc.*

To Whom It May Concern:

Enclosed please find Articles of Incorporation, original and one copy, together with a check in the amount of \$122.50 (112.50 for incorporation and 10.00 for certified copy of same). Thank you for your attention to this matter at your earliest convenience.

Sincerely yours,



Doak S. Campbell, III

dd

FILED  
98 OCT 23 AM 11:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10/26/98  
AM

**ARTICLES OF INCORPORATION**  
**OF**  
**NEW MILLENIUM AGRI PRODUCTS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
Name

The name of the corporation is NEW MILLENIUM AGRI PRODUCTS, INC.

**ARTICLE II**  
Duration

This corporation shall have perpetual existence.

**ARTICLE III**  
Purpose

This corporation is organized for the purpose of conducting any and all lawful business.

**ARTICLE IV**  
Capital Stock

This corporation is authorized to issue 500 shares of stock at One Dollar (\$1.00) par value common stock.

**ARTICLE V**  
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 70 Southeast 4th Avenue, Delray Beach, Florida 33483, and the name of the initial registered agent of this corporation at the address is Anthony C. Soviero.

**ARTICLE VI**  
Principal Office and Mailing Address

The principal office and mailing address of the corporation is 1400-A 10th Street, Lake Park, Florida 33403.

**ARTICLE VII**  
Initial Board of Directors

This corporation shall have five (5) directors, initially. The number of directors may be either increased to diminished from time to time by the bylaws but shall never be less than three (3).

The names and addresses of the initial directors of this corporation are:

President	Dan Azeredo	1400-A 10th Street Lake Park, FL 33403
Vice- President	Louis S. Champon	351 S. Cypress Road Suite 400 Pompano Beach, FL 33060
Vice- President	James M. Harvey	5195 Foxhall Drive North West Palm Beach, FL 33417
Treasurer	Thomas A. Hayes	3600 North Federal Highway 2nd Floor Fort Lauderdale, FL 33308
Secretary	Anthony C. Soviero	70 Southeast Fourth Avenue Delray Beach, FL 33483

**ARTICLE VIII**  
Incorporator

The name and address of the person signing these Articles is:  
ANTHONY C. SOVIERO, 70 Southeast 4th Avenue, Delray Beach, Florida  
33483.

**ARTICLE IX**  
Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE X**  
Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

**ARTICLE XI**  
Action by Directors Without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

**ARTICLE XII**  
Indemnification

This corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs and personal representatives of such person.

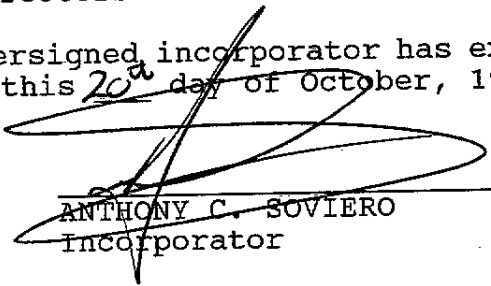
**ARTICLE XIII**  
Amendment

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

**ARTICLE XIV**  
Bylaws

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.


**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 20<sup>th</sup> day of October, 1998.

  
\_\_\_\_\_  
ANTHONY C. SOVIERO  
Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

**BEFORE ME**, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ANTHONY C. SOVIERO, who is personally known to me, and he acknowledged before me that he executed these Articles of Incorporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my Official Seal, in the State and County aforesaid, this 20<sup>th</sup> day of October, 1998.

  
\_\_\_\_\_  
Notary Public  
My commission expires:

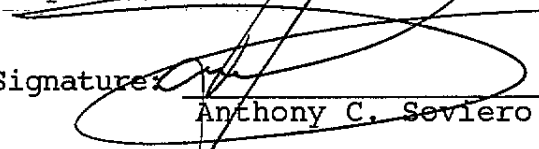


Doak S. Campbell, III  
MY COMMISSION # CC655375 EXPIRES  
June 12, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING 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 **NEW MILLENIUM AGRI PRODUCTS, INC.**, desiring to organize under the laws of the State of Florida, with its principal place of business in the City of Lake Park, State of Florida, named ANTHONY C. SOVIERO of 70 Southeast 4th Avenue, Delray Beach, FL 33483, its agent to accept service of process within Florida.

Signature:   
Anthony C. Seviero

Title: Secretary

Date: October 20<sup>th</sup>, 1998

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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Signature:   
ANTHONY C. SOVIERO

Date: October 20<sup>th</sup>, 1998

LB7783

FILED  
98 OCT 23 AM 11: 29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA