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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FRANK A. LANE
WILLIAM S. REESE
CECILIA AULICK
WILLIAM L. SUMMERS
PAUL H. FIELD

C. PAGE LANE
LORENZO JACKSON, JR.
LUIS JAVIER PERDOMO

November 6, 1998

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

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*****78.75 *****78.75

RE: Agrimage, USA, Inc.
Our File No. : 38765-2

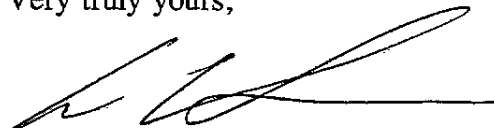
Dear Sir:

Enclosed please find original Articles of Incorporation and one copy together with a check in the amount of \$78.75 representing your charge to file the enclosed Articles of Incorporation and we would appreciate receiving a certified copy of same.

If you have any questions please do not hesitate to contact the undersigned.

I have enclosed a postage paid envelope for your convenience in responding to this request.

Very truly yours,


William L. Summers

WLS/jf
Enclosures

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ARTICLES OF INCORPORATION

OF

AGRIMAGE, USA, INC.

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TALLAHASSEE, FLORIDA

ARTICLE ONE - NAME

The name of this corporation is Agrimage, USA, Inc.

ARTICLE TWO - DURATION

This corporation shall exist in perpetuity, commencing at the time of filing these articles with the Department of State.

ARTICLE THREE - PURPOSE

This corporation is organized for the purposes of providing services to the agriculture, forest and environmental industries and for the purpose of transacting any other lawful business.

ARTICLE FOUR - CAPITAL STOCK

This corporation is authorized to issue 70,000 preferred shares having a par value of Ten Dollars (\$10.00) per share and 10,000 common shares having a par value of One Dollar (\$1.00) per share. All shares shall have equal voting rights. 35,000 preferred shares shall be issued as follows:

35,000 Preferred shares issued to Agrimage, Inc.;
32 Wellington Street North, Suite 207, Sherbrooke,
QC Canada J1H 5B7.

5,000 common shares shall be issued as follows:

Agrimage, Inc.	3,000 shares
M. Lynn P. Griffith, Jr.	1,000 shares
Denis LeVesque	1,000 shares

ARTICLE FIVE - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the principal office of this corporation is 1301 W. Copans Road, Building D, Suite B, Pompano Beach, FL 33064, and the name and address of the initial registered agent of this corporation is M. Lynn P. Griffith, Jr. 1301 W. Copans Road, Building D, Suite B, Pompano Beach, FL 33064.

ARTICLE SIX - INITIAL BOARD
OF DIRECTORS

This corporation shall have six directors initially. The number of directors may be either increased or decreased from time to time by the bylaws of the corporation or amendment thereto, but shall never be less than three.

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

Gilles Daoust
Chairman of the Board/Director
32 Rue Willington North, Suite 207
Sherbrooke, QC Canada
J1H 5B7

M. Lynn P. Griffith, Jr.
President/Director
1301 W. Copans Road
Building D. Suite B
Pompano Beach, FL 33064

Alain Parenteau
Vice President/Director
32 Rue Willington North, Suite 207
Sherbrooke, QC Canada
J1H 5B7

Reynald Pepin
Treasurer/Director
32 Rue Willington North, Suite 207
Sherbrooke, QC Canada
J1H 5B7

Denis LeVesque
Secretary/Director
465, 3 Rang Nord
St.-Charles-Sur-Richelieu
Quebec, Canada
JOH 2G0

Pascal Tremblay
Operations Director/Director
32 Rue Willington North, Suite 207
Sherbrooke, QC Canada
J1H 5B7

ARTICLE SEVEN - INCORPORATOR

The name and address of the person signing these articles are:

Gilles Daoust
32 Rue Willington North, Suite 207
Sherbrooke, QC Canada
J1H 5B7

ARTICLE EIGHT - BYLAWS

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

ARTICLE NINE - INDEMNIFICATION

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

ARTICLE TEN - MEETINGS BY CONFERENCE TELEPHONE

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

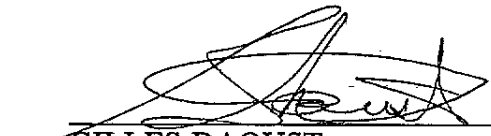
ARTICLE ELEVEN - INFORMAL
ACTION OF DIRECTORS

If all directors severally or collectively consent to any action taken or to be taken by this corporation and the writings evidencing their consent are filed with the Secretary of this corporation, then the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE TWELVE - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22 day of September, 1998.




GILLES DAOUST,
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE FIVE OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES.

DATED THIS 22 DAY OF September, 1998.



M. LYNN GRIFFITH, JR. - INCORPORATOR/
REGISTERED AGENT