

11/17/98

FLORIDA DIVISION OF CORPORATIONS
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FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ARGOIMPEX, INC.

AUDIT NUMBER.....H98000021405

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARGOIMPEX, INC.

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98 NOV 17 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/17/98
[Signature]



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARGOIMPEX

November 17, 1998

ARGOIMPEX INC.
C/O VICTORIA SHARP
1440 S OCEAN BLVD., #4C
POMPANO BEACH, FL 33062

ARGOIMPEX

The Articles of Incorporation for ARGOIMPEX, INC. were filed on November 17, 1998, and assigned document number P98000096743. Please refer to this number whenever corresponding with this office.

This document was electronically received and filed under FAX audit number H98000021405.

A corporation annual report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. Please apply NOW with the Internal Revenue Service by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding corporations, please contact this office at the address given below.

Sincerely,
Michelle Milligan
Document Specialist
New Filings Section
Division of Corporations

Letter Number: 198A00055285

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ARTICLES OF INCORPORATION
OF

98 NOV 17 PM 12:36

AGROIMPEX, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be:

AGROIMPEX, INC.

ARTICLE II

NATURE OF CORPORATE BUSINESS

The Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States, the State of Florida, or any other State, County, or Nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time is 1000 Shares of common stock having \$ 0.01 par value per share.

ARTICLE IV

PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have preemptive rights to acquire their pro-rata share of stock of the Corporation for all issues of any class of stock of the Corporation no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including, but not limited to, cash, other property, services, the acquisition of other corporation's shares of property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissue of all redeemed or otherwise acquired shares including the reissue of treasury shares.

Prepared By:

DiRocco & Dombrow, P.A.
3601 W. Commercial Blvd.
Ft. Lauderdale, FL 33309
Allan B. Dombrow, C.P.A.

(354) 777-0252

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ARTICLE V

EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

DIRECTORS

The number of Officers/Directors constituting the initial Board of Directors of this Corporation is one (1). The number of Officers/Directors may be either increased or decreased from time to time by an amendment of the By-Laws, but shall never be less than one (1). The name(s) and address of the initial Board of Directors are:

Victoria Sharp

1440 So Ocean Blvd. #4C

Pompano Beach, Fl. 33062.

All directors of the Corporation shall have the right to vote on all contracts and other transactions of the Corporation regardless of their interests therein and no such contract of the other transaction between this Corporation and any one or more of its Directors or Shareholders or any other corporation, firm, association, or entity in which one or more of its Directors or Shareholders are directors or are financially interested in shall be either void or voidable because of such relationship or interest.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator to the Articles of Incorporation is:

Victoria Sharp

1440 So. Ocean Blvd. #4C

Pompano Beach, Fl. 33062

ARTICLE VIII

REGISTERED AGENT AND PRINCIPAL OFFICE

The Corporation's initial Registered Agent and Principal Office in the State of Florida are:

Victoria Sharp

1440 So. Ocean Blvd. #4C

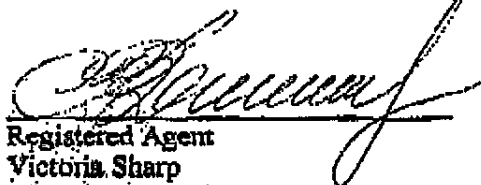
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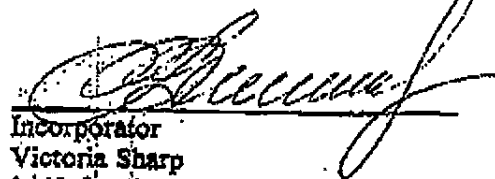
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ACCEPTANCE OF REGISTERED AGENT

Having been named initial Registered Agent to accept service or process on the Corporation at the initial Registered Office designated in these Articles of Incorporation, I hereby accept such appointment and consent to act in such capacity and agree to comply with all of the requirements of law pertaining thereto.


 Registered Agent
 Victoria Sharp
 1440 Sp. Ocean Blvd. #4C
 Pompano Beach, Fl. 33062

IN WITNESS WHEREOF, I, the incorporator, have executed these Articles of Incorporation this date: November 12, 1998.


 Incorporator
 Victoria Sharp
 1440 Sp. Ocean Blvd. #4C
 Pompano Beach, Fl. 33062

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 TALLAHASSEE, FLORIDA

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