

Woodward, Pires & Lombardo, P.A.

ATTORNEYS-AT-LAW

P98000103382
December 9, 1998

Division of Corporations
409 East Gaines
Post Office Box 6327
Tallahassee, FL 32314

Ladies/Gentlemen:

Re: Articles of Incorporation
Agricultural Brokers, Inc.

Enclosed are the original and one copy of the Articles of Incorporation for the referenced corporation together with a check in the amount of \$122.50 to cover the fees for filing the Articles. After filing, please return a date-stamped copy to our office.

Should you have any questions, do not hesitate in contacting me.

Sincerely yours,



Carrie E. Poulos-Lademan

Enclosures as stated

CRAIG R. WOODWARD*
MARK J. WOODWARD
ANTHONY P. PIRES, JR.**
J. CHRISTOPHER LOMBARDO
STEVEN V. BLOUNT
JOHN A. GARNER***
CARRIE POULOS-LADEMAN
PAUL L. KUTCHER****

BURT L. SAUNDERS
OF COUNSEL

* Board Certified Real Estate Attorney
** Board Certified City, County and Local Government Attorney
*** Also admitted in Indiana and Georgia
**** Also admitted in Pennsylvania

200002708922--4
-12/10/98--01059--010
****122.50 *****78.75

FILED
98 DEC 10 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

50
12/11

Please Respond to: Naples

Pelican Bay
Marco Island

801 Laurel Oak Dr., Suite 710, Naples, FL 34108 (941) 566-3131 Fax (941) 566-3161
606 Bald Eagle Dr., Suite 500, P.O. Box 1, Marco Island, FL 34146 (941) 394-5161 Fax (941) 642-6402

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

**ARTICLES OF INCORPORATION
OF
AGRICULTURAL BROKERS, INC.**

I. NAME

The name of the corporation is Agricultural Brokers, Inc.

II. NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the laws of the State of Florida.

III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock, all shares being with a par value of One Dollar (\$1.00).

IV. INITIAL CAPITAL

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

V. TERM OF EXISTENCE

This corporation is to exist perpetually.

VI. ADDRESS

The initial address of the principal office of this corporation in the State of Florida is 801 Laurel Oak Drive, Suite 710, Naples, Florida 34108.

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

VII. DIRECTORS

This corporation shall have one (1) director initially. The number of directors may, from time to time, be increased by the By-laws adopted by the stockholders.

VIII. INITIAL DIRECTORS

The names and addresses of the first Board of Directors are: Mark J. Woodward, at 801 Laurel Oak Drive, Suite 710, Naples, Florida 34108.

FILED
98 DEC 10 AM 11:22
U.S. DEPT. OF STATE
TALLAHASSEE, FLORIDA

IX. SUBSCRIBER

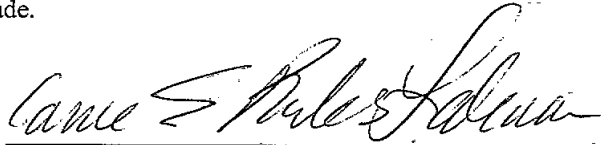
The name and address of the subscriber to these Articles of Incorporation is Carrie E. Poulos-Lademan at 801 Laurel Oak Drive, Suite 710, Naples, Florida 34108.

X. REGISTERED AGENT

Mark J. Woodward, whose address for service of process is 801 Laurel Oak Drive, Suite 710, Naples, Florida 34108 shall be the registered agent for the corporation.

XI. AMENDMENTS

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



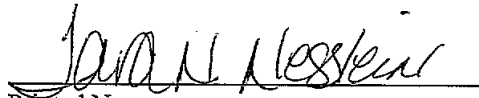
Carrie E. Poulos-Lademan, Subscriber

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 8th day of December, 1998, Carrie E. Poulos-Lademan, who is personally known to me and who did not take an oath.



Tara N. Nessel
MY COMMISSION # CC500987 EXPIRES
October 11, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

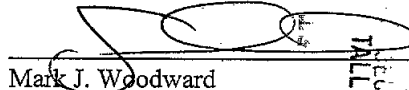


Printed Name: _____
Notary Public
Commission No. _____
My Commission Expires: _____

(SEAL)

ACKNOWLEDGMENT BY REGISTERED AGENT

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 the provisions of all statutes relative to the proper and complete performance of my duties.


Mark J. Woodward

This instrument prepared by:

Carrie E. Poulos-Lademan, Esquire
Woodward, Pires & Lombardo, P.A.
801 Laurel Oak Drive, Suite 710
Naples, Florida 34108
(941) 566-3131

FILED
98 DEC 10 AM 11:22
CLERK OF STATE
TALLAHASSEE, FLORIDA