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To: Division of Corporations
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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FLORIDA PROFIT CORPORATION OR P.A.

FARMER, INC.

Certificate of Status	0
Certified Copy	0
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 24, 1998

EMPIRE

SUBJECT: FARMER, INC.
REF: W98000026790

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
AIR FARMER, INC.

The undersigned subscriber to the Articles of Incorporation, natural person, competent to contract, desiring to form a corporation under the laws of the State of Florida, hereby makes, subscribes and acknowledges this certificate for that purpose, as follows:

ARTICLE I

The name of the corporation is:

AIR FARMER, INC.

ARTICLE II

The purpose for which the corporation is formed is to engage in the conduct of any lawful business activity.

ARTICLE III

This corporation is to have perpetual existence.

ARTICLE IV

The maximum number of shares of stock that this Corporation is authorized to have outstanding at one time are One Hundred (100) shares at no par value.

This instrument prepared by:

John Militana, Esquire
Militana, Militana & Militana, P. A.
8801 Biscayne Boulevard, Suite 101
Miami, Florida 33138
Telephone (305) 758-6691
Florida Bar No. 148267

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ARTICLE V

The street address of the initial registered and principal office of this Corporation is:

940 N.E. 79th Street
Miami, Florida 33138

ARTICLE VI

The name of the initial Registered Agent of this Corporation is:

ALFRED D. MORANA

ARTICLE VII

The Corporation shall have TWO (2) directors initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one.

ARTICLE VIII

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

ALFRED D. MORANA
P.O. Box 414509
Miami Beach, Florida 33141

CARMEN M. MORANA
P.O. Box 414509
Miami Beach, Florida 33141

ARTICLE IX

The name and address of the person signing these Articles of Incorporation is:

ALFRED D. MORANA
P.O. Box 414509
Miami Beach, Florida 33141


ARTICLE X

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 24th day of December, 1998.

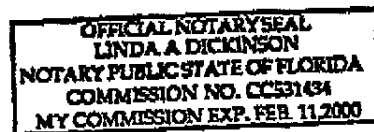

ALFRED D. MORANA

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ALFRED D. MORANA, to me known to be the person who has executed the foregoing Articles of Incorporation and he has acknowledged before me that he has executed these Articles.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 24th day of December, 1998.


Notary Public - State of Florida at Large



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT WHOM THE PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with this Act:

FIRST: AIR FARMER, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation:

940 N.E. 79th Street
Miami, Florida 33138

SECOND: The name of the initial Registered Agent of this Corporation is:

ALFRED D. MORANA

as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of this Act relative to keeping this office.


ALFRED D. MORANA

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