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LAW & BUSINESS CENTER
STIRLING PLAZA
6700 1/2 STIRLING RD.
HOLLYWOOD, FL 33024
(954)989-8904

March 4, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

900002797409--7
-03/08/99--01088--016
*****78.75 *****78.75

Re: Rainbarrel Farms, Inc.

Dear Sirs:

Enclosed please find two original Articles of Incorporation and two original Certificates of designation of Registered Agent.

Kindly file and forward a filed copy to Law & Business Center, 6700 1/2 Stirling Rd., Hollywood, FL 33024.

I am enclosing a money order in the amount of \$78.75 to cover your fee.

Truly yours,



Jose F. Carreto
Enclosures
JFC/mr

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -8 AM 9:22

3-15
10:5

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s), of a corporation pursuant to Chapter 607, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the Corporation shall be:

Rainbarrel Farms, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

*17126 38th Road North
Loxahatchee, Fl 33470*

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 shares no par value

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ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

*Michelle French
17126 38th Road North
Loxahatchee, Fl 33470*

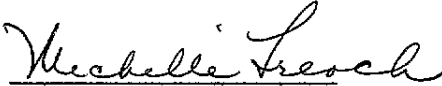
ARTICLE V INCORPORATORS

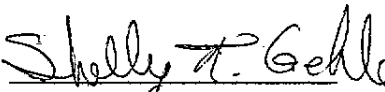
The name and address(es) of the incorporator(s) to these Articles of Incorporation are:

*Michelle French
17126 38th Road North
Loxahatchee, Fl 33470*

*Shelby T. Geble
3202 NW 103rd Terr.
Coral Springs, Fl. 33065*

*The undersigned incorporator(s) has (have) executed these Articles of Incorporation
this 4 day of March, 1999.*


Michelle French


Shelby T. Geble

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

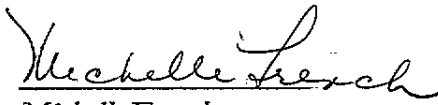
The name of the Corporation is:

Rainbarrel Farms, Inc.

The name and address of the registered agent and office is:

*Michelle French
7126 38th Road North
Loxahatchee, Fl 33470*

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Michelle French

Date: 3/4/99

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