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THE UNITED STATES CORPORATION COMPANY

99 JUN -7 AM 9:05

ACCOUNT NO. : 072100000032

SECRETARY OF STATE TALLAHASSEE, FLORIDA

REFERENCE : 265677 81301A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : \$ 70.00

ORDER DATE : June 7, 1999

ORDER TIME : 3:23 PM

ORDER NO. : 265677-005

200002897512--4

CUSTOMER NO: 81301A

CUSTOMER: Clifford R. Rhoades, Esq  
CLIFFORD R. RHOADS, P.A.  
CLIFFORD R. RHOADS, P.A.  
227 N. Ridgewood Drive

Sebring, FL 33870

DOMESTIC FILING

NAME: F & C IRRIGATION, INC.

EFFECTIVE DATE: \_

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

RECEIVED  
99 JUN -7 PM 3:59

PH 6/8/99  
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**ARTICLES OF INCORPORATION**  
**OF**  
**F & C IRRIGATION, INC.**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I-Name

The name of this corporation is F & C Irrigation, Inc.

ARTICLE II- Principal Office

The address of the principal office is 7 South Egret Street, Sebring, Florida 33872.

ARTICLE III-Duration

This corporation shall have perpetual existence.

ARTICLE IV-Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V-Capital Stock

This corporation is authorized to issue 7000 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE VI-Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII-Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 7 South Egret Street, Sebring, Florida 33872 and the name of the initial registered agent of this corporation at that address is Froilan A. Barinas.

ARTICLE VIII-Initial Board of Directors

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial Directors of this corporation are:

Froilan A. Barinas  
7 South Egret Street  
Sebring, Florida 33872

Ana M. Barinas  
7 South Egret Street  
Sebring, Florida 33872

ARTICLE IX-By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X-Shareholders Meeting Required

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

ARTICLE XI-Amendment


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

ARTICLE XII-Incorporator

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

Froilan A. Barinas  
7 South Egret Street  
Sebring, Florida 33872

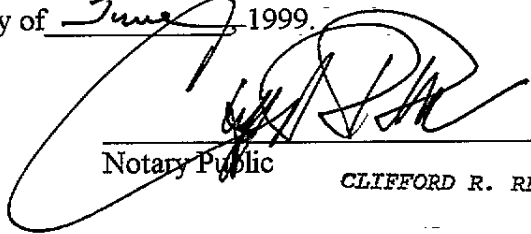
IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 4 day of June, 1999.

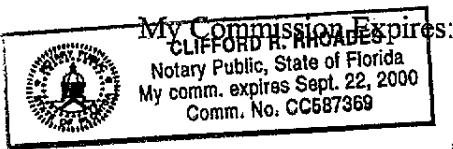
  
Froilan A. Barinas

STATE OF FLORIDA  
COUNTY OF HIGHLANDS

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Froilan A. Barinas who is personally known to me or who has produced X as identification, who did not take an oath, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the state and county aforesaid, this 4 day of June, 1999.


  
Notary Public  
CLIFFORD R. RHOADES



**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent of F & C Irrigation, Inc. 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.

DATED this 4 day of June, 1999.

  
Froilan A. Barinas, Registered Agent

CONSENT AND AUTHORIZATION  
FOR THE USE OF CORPORATE NAME  
F & C IRRIGATION, INC.


F & C IRRIGATION, INC. was incorporated with the State of Florida on May 15, 1999.

FROILAN A. BARINAS, is the former President and sole former Director of F & C IRRIGATION, INC..

F & C IRRIGATION, INC. became administratively dissolved by the State of Florida on August 13, 1993 and has been inactive to date.

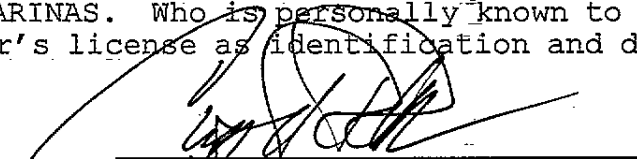
The former Director of F & C IRRIGATION, INC., hereby consents and authorizes the use of the corporate name, F & C IRRIGATION, INC..

Dated this 4 day of June, 1999.

  
\_\_\_\_\_  
FROILAN A. BARINAS

STATE OF FLORIDA  
COUNTY OF HIGHLANDS

The foregoing instrument was executed before me this 4th day of June, 1999 by FROILAN A. BARINAS. Who is personally known to me or who has produced his driver's license as identification and did take an oath.

  
\_\_\_\_\_  
Notary Public

CLIFFORD R. RHOADES

My Commission Expires:

