

F96000004692

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

7000001347087
-09/13/96--01042--005
*****8.75 *****8.75

7000001347087
-09/13/96--01042--005
*****00.00 *****00.00

Winter Garden Citrus Inc.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
SEP 11 PM 3:46 P 11

LC
9/12

- | | | |
|--|---|---|
| ☒ Profit | ☐ Amendment | ☐ Merger |
| ☐ NonProfit | ☐ Dissolution/Withdrawal | ☐ Mark |
| ☐ Limited Liability Co. | ☐ Annual Report | ☐ Other |
| ☒ Foreign | ☐ Reservation | ☐ Change of R.A. |
| ☐ Limited Partnership | ☐ Photo Copies | ☐ Fictitious Name Filing |
| ☐ Reinstatement | ☐ Call When Ready | ☐ CUS |
| ☐ Certified Copy | ☐ Call if Problem | ☐ After 4:30 |
| ☐ Call When Ready | ☐ Will Wait | ☒ Pick Up |
| ☒ Walk In | | |
| ☐ Mail Out | | |

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

9/11/96

File 2nd



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 11, 1996

C T CORPORATION SYSTEM

SUBJECT: WINTER GARDEN CITRUS, INC.
Ref. Number: W96000019143

We have received your document for WINTER GARDEN CITRUS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name you must obtain their release. When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular corporate name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Document Specialist

Letter Number: 896A00042351

9-12-96

Michael,
As discussed, please see the
attached Name Reservation Release.
Please back-date the Qued to 9-11-96
and issue one Good Standing.
Thanks for your assistance.

Tamara / CT

Sunstate Research Associates
Requestor's Name

PO Box 11271
Address

Tallahassee FL 32302
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- RE: 1. Winter Garden Citrus, Inc.
(Corporation Name) (Document #)
2. name Reservation # R 960000003633 - filed: 7/29/96
(Corporation Name) (Document #)
3. Sunstate Research Associates, Inc. hereby
(Corporation Name) (Document #)
4. releases the above referenced name to CT Corp,
(Corporation Name) (Document #)
for use to file a Delaware Corporation qualification.

Thomas
Larson

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA

1. WINTER GARDEN CITRUS INC.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 22-3219406

(FEI number, if applicable)

4. September 23, 1992

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 10 Westport Road; P.O. Box 810, Wilton, Connecticut 06897-0810

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized to do business under the corporation laws of the State.

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

Dwight A. Coots, Asst. Secy.

(Type Name and Title of Officer)

SEP 23 1992
PM 3:47
SECRET
DIVISION
OF
REGISTRATION
AND
CORPORATIONS

11 Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12 Names and addresses of officers and/or directors

A DIRECTORS

Chairman _____

Address: _____

Vice Chairman: _____

Address: _____

Director: ~~Louis Dreyfus Corporation, an Management~~

Address: ~~10 Wallport Road, P.O. Box 810~~
~~Wilton, Connecticut 06447-0810~~

N/A

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer _____

Address _____

NOTE If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Randal G. Freeman
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Randal G. Freeman, President
(Typed or printed name and capacity of person signing application)

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
WINTER GARDEN CITRUS INC.**

1. Randal G. Freeman, President
10 Westport Road; P.O. Box 810
Wilton, Connecticut 06897-0810
2. Jeffrey R. Gilman, Vice President
10 Westport Road; P.O. Box 810
Wilton, Connecticut 06897-0810
3. Hal Wolkin, Vice President
10 Westport Road; P.O. Box 810
Wilton, Connecticut 06897-0810
4. Pierre B. Deram, Treasurer
10 Westport Road; P.O. Box 810
Wilton, Connecticut 06897-0810
5. Richard Gray, Assistant Treasurer
10 Westport Road; P.O. Box 810
Wilton, Connecticut 06897-0810
6. Carol R. Aronoff, Secretary
10 Westport Road; P.O. Box 810
Wilton, Connecticut 06897-0810
7. Thomas Scheuer, Assistant Secretary
10 Westport Road; P.O. Box 810
Wilton, Connecticut 06897-0810

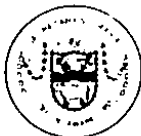
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WINTER GARDEN CITRUS INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF SEPTEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 11 PM 3:47



Edward J. Freel

Edward J. Freel, Secretary of State

2310490 8300

960260409

AUTHENTICATION:

DATE:

8096036

09-09-96

WINTER GARDEN CITRUS PRODUCTS COOPERATIVE

BOX 770399
WINTER GARDEN, FLORIDA 34777-0399
PHONE 407/856-1000
FAX 407/856-1829

September 17, 1996

To our Vendors and Suppliers

Re: Sale of Winter Garden Citrus Products Cooperative

Winter Garden Citrus Products Cooperative has today sold its citrus processing plant and related equipment and business in Winter Garden, Florida (the "Business") to Winter Garden Citrus Products Inc. which intends to operate a citrus processing plant at the same location.

Any orders, contracts and/or agreements regarding the Business entered into prior to this date by Winter Garden Citrus Products Cooperative shall remain the obligation of Winter Garden Citrus Products Cooperative. Any orders, contracts and/or agreements entered into by Winter Garden Citrus Inc. as of this date or thereafter shall become the responsibility of Winter Garden Citrus Inc.

Please send invoices, inquiries, and/or correspondence to the appropriate parties as follows:

Winter Garden Citrus Products Cooperative
P.O. Box 770399
Winter Garden, Florida 34777-0399
Attn: Harvey Heller

790472

Winter Garden Citrus Inc.
P.O. Box 770399
Winter Garden, Florida 34777-0399
Attn: Randal Freeman

79600004692

Very truly yours,

WINTER GARDEN CITRUS PRODUCTS
COOPERATIVE

By:

Harvey Heller

WINTER GARDEN CITRUS INC.

By:

Randal Freeman

APPROVED
AND
FILED
96 OCT 16 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA