

PD 1000121837

TRANSMITTAL LETTER

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

01 DEC 26 PM 12:13  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: Badillo Harvesting, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

400004738134--4  
-12/26/01--01026--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy  
 \$87.50 Filing Fee, Certified Copy & Certificate of Status  
**ADDITIONAL COPY REQUIRED**

FROM: Management Exports Inc.  
Name (Printed or typed)

EFFECTIVE DATE

PO Box 7082  
Address

01/01/02

Avon Park, FL 33826  
City, State & Zip

803-452-0101  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

*PS, 12/28/01*

FILED

**ARTICLES OF INCORPORATION**  
**OF**  
**BADILLO HARVESTING, INC.**  
(a corporation for profit)

01 DEC 26 PM 12:13

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the provisions of the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation.

**ARTICLE I**  
**NAME**

EFFECTIVE DATE

01/01/02

The name of this corporation is BADILLO HARVESTING, INC.

**ARTICLE II**  
**DURATION**

This corporation shall have perpetual duration. The corporate existence shall begin on January 1, 2002 as the date and time of the filing of these Articles of Incorporation by the Florida Department of State.

**ARTICLE III**  
**PURPOSES AND POWERS**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

The corporation shall have all the rights, privileges and powers now or hereafter available to corporations for profit under the laws of the State of Florida.

**ARTICLE IV**  
**AUTHORIZED SHARES**

The aggregate number of shares, which the corporation is authorized to issue, is **Ten Thousand (10,000) shares** of common stock. Such shares shall consist of one class only and shall have a par value of \$1.00 per share.

**ARTICLE V**  
**PRINCIPLE OFFICE**

The address of the principal office is 2177 Argonaut Rd., Avon Park, FL 33825. The mailing address of the corporation shall initially be 2177 Argonaut Rd, Avon Park, FL 33825.

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office is 1104 W. Pleasant Street, Avon Park, FL 33825, and the name of its initial registered agent at that office is Karla Rene'e Bennett.

**ARTICLE VII**  
**MANAGEMENT OF THE CORPORATION'S AFFAIRS**

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors of the corporation.

**ARTICLE VIII**  
**OFFICERS**

The officers of the corporation shall consist of a president, a vice president, a treasurer, a secretary, and such other officers as may be authorized by the bylaws. The officers shall be elected by the board of directors. An officer need not be a resident of the State of Florida nor a shareholder of the corporation.

**ARTICLE IX**  
**INITIAL OFFICERS**

The names and addresses of the persons who shall serve as officers of the corporation until the first election of officers by the board of directors are as follows:

President:	Valentin Badillo
Secretary:	Valentin Badillo
Treasurer:	Valentin Badillo
Vice President:	Valentin Badillo

**ARTICLE X**  
**BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors of the corporation shall be one. The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one. Members of the board of directors need not be residents of the State of Florida nor shareholders of the corporation. The directors shall be elected at the first annual shareholders' meeting and at each annual shareholders' meeting thereafter, and shall hold office, in the manner set forth in the bylaws. Directors shall be removed and vacancies filled in the manner provided in the bylaws.

The name and address of each persons who shall serve as a member of the initial board of directors are as follows:

Valentin Badillo  
2177 Argonaut Road  
Avon Park, FL 33825

**ARTICLE XI**  
**NAMES AND ADDRESSES OF INCORPORATORS**

The name and address of the incorporator of this corporation are as follows:

Valentin Badillo  
2177 Argonaut Road  
Avon Park, FL 33825

**ARTICLE XII**  
**BYLAWS**

The initial bylaws for the corporation shall be made and adopted by the board of directors of the corporation and may thereafter be amended, altered, or rescinded only in accordance with the provisions of the bylaws or the Florida Business Corporation Act, or any successor thereto.

**ARTICLE XIII**  
**MEETINGS OF THE SHAREHOLDERS**

Annual and specially called meetings of the shareholders of this corporation shall be held as provided in the bylaws.

**ARTICLE XIV**  
**QUORUM AT SHAREHOLDERS' MEETING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders of the corporation.

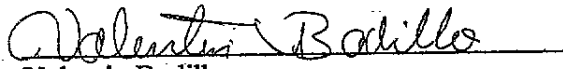
**ARTICLE XV**  
**AMENDMENT OF ARTICLES**

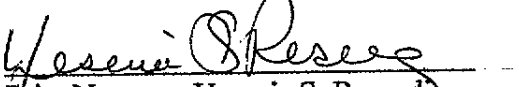
The corporation reserves the right to amend these Articles of Incorporation, from time to time, in any and as many respects as may be desired, in accordance with the manners and procedures provided by the Florida Business Corporation Act, or any successor thereto.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming this corporation for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 21th day of December 2001.

Signed, sealed and delivered  
in the presence of:

  
Print Name: Karla Rene'e Bennett

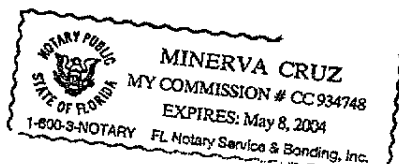
  
Valentin Badillo  
as incorporator

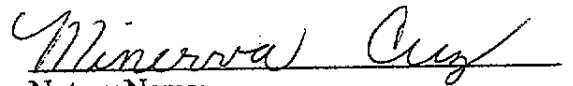
  
Print Name: Yesenia S. Resendiz

STATE OF FLORIDA

COUNTY OF HIGHLANDS

The foregoing Articles of Incorporation was acknowledged before me this 21<sup>th</sup> day of December 2001, by Valentin Badillo, who is personally known to me or who has produced a drivers license as identification.



  
Notary Name:  
State of Florida  
My Commission Expires: 5/8/04

FILED

ACCEPTANCE OF REGISTERED AGENT 01 DEC 26 PM 12:13

Having been named as registered agent to accept service of process for the above named corporation, at the place designated, I hereby accept the appointment as registered agent and agree to provisions of all statutes relating to the proper and complete performance of my duties, and I state that I am familiar with, and accept, the obligations of my position as registered agent.

SECRETARY OF STATE  
FLORIDA

Dates: December 21, 2001

  
KARLA RENE'E BENNETT