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Phillips & Gale

COUNSELLORS AT LAW
F. P.

The Historic Boston House
239 S. Indian River Drive
 Ft. Pierce, Florida 34950
407-468-8000
FAX: 407-468-1833

REPLY TO: _____

514 S.E. Port St. Lucie Blvd.
Port St. Lucie, Florida 34984
407-871-1800
FAX: 407-871-1802

August 21, 1995

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

VIA CERTIFIED MAIL

Re: Honey Gold Citrus, Inc.

700001569387
-08/25/95--01021--007
****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation and the original Registered Agent's Certificate regarding the above corporation.

Also enclosed is this Firm's check in the amount of One Hundred Twenty Two and 50/100 (\$122.50) Dollars to cover the following fees:

Filing fee; Certified copy of Articles; and Registered Agent Designation.

If anything further is required for incorporation, please do not hesitate to contact our office.

Thank you for your assistance in this matter.

Very truly yours,

PHILLIPS & GALE, P.A.

By: Patti Johnson
Patti Johnson, Legal Assistant
to Kendall J. Phillips

/pj

Enclosures

16/900C16.002

RECEIVED
DIVISION OF CORPORATIONS
AUG 25 1995

SAB
8/25/95

ARTICLES OF INCORPORATION

of

HONEY GOLD CITRUS, INC.

FILED

85 MAR 24 11:18

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is Honey Gold Citrus, Inc.

ARTICLE II - ADDRESS

The initial street address of the principal office of this corporation is to be: *6805 Bayard Road, Fort Pierce, Florida 34951.* The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE III - NATURE OF BUSINESS

1. To acquire, purchase, sell and broker citrus fruit. To do all and every necessary and proper act for the purpose of transacting any and all lawful business and/or any other objectives enumerated in this certificate of incorporation or any amendment thereof or necessary and incidental to the protection and benefit of the corporation; and in general to carry on any lawful business permitted under the laws of the United States of America, the State of Florida and all singularly remaining states in the Union.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence. The existence of this Corporation shall commence upon the date of filing of Articles of Incorporation.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares. Such shares shall be of single class and shall have a value of One (\$1.00) Dollar per share.

The corporation is authorized to issue only one (1) class of stock and issued stock shall initially be held of record by not more than two (2) persons. Since it is the purpose and intention of the incorporator hereto that this corporation be established as a Subchapter S Corporation, then all applicable Internal Revenue Code regulations and other controlling legislation pertaining to and/or authorizing Subchapter S corporation are specifically incorporated into these Articles. The incorporator will comply with and/or file with the Internal Revenue Service the appropriate documents for implementation as a Subchapter S corporation. Any further legislation applicable to Subchapter S corporations shall be construed to apply to this corporation in order that this corporation may comply with and maintain, at the direction of the incorporator, its Subchapter S status.

ARTICLE VI - INITIAL DIRECTORS AND OFFICERS

The names and street address of the Directors who shall hold office until their successor(s) are elected and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Linda M. Parrish President	6805 Bayard Road Ft. Pierce, FL 34951
Reece J. Parrish Vice President/Secretary/Treasurer	6805 Bayard Road Ft. Pierce, FL 34951

ARTICLE VII - DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the shareholders. The corporation shall never have less than one (1) Director.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Reece J. Parrish	6805 Bayard Road Ft. Pierce, FL 34951

ARTICLE IX - INITIAL REGISTERED OFFICER AND AGENT

The street address of the initial registered office of this corporation is 239 South Indian River Drive, Fort Pierce, Florida 34950 and the name of the initial registered agent of this corporation is Kendall J. Phillips.

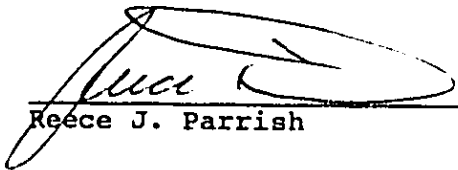
ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders' meeting by at least a majority of the stock entitled to vote, unless all the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged, executed and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 21st day of August, 1995.

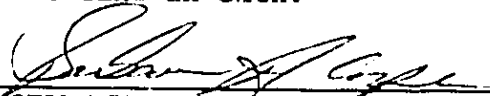


Reece J. Parrish

STATE OF FLORIDA

COUNTY OF ST. LUCIE

The foregoing Articles of Incorporation was acknowledged before me this 21st day of August, 1995, by REECE, J. PARRISH, who is personally known to me or who has produced Florida Driver's License as identification and who did/did not take an oath.



NOTARY PUBLIC, State of Florida
At Large



OFFICIAL SEAL
BARBARA A. COOPER
My Commission Expires
July 21, 1996
Comm. No. CC 216850

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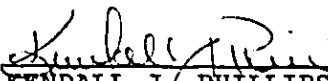
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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.

1. The name of the corporation is: *Honey Gold Citrus, Inc.*
2. The name and address of the registered agent and office is:

Kendall J. Phillips
239 South Indian River Drive
Fort Pierce, Florida 34950

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I FURTHER ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0501, FLORIDA STATUTES.



KENDALL J. PHILLIPS ✓

DATE: 8-21-95

FILED
AUG 26 1995