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NEW YORK, N.Y. 10001-10001

CHARTERED

311 SOUTH SECOND STREET
FORT PIERCE, FLORIDA 34980

RICHARD V. NEILL
CHESTER B. GRIFFIN
MICHAEL JEFFRIES
ROBERT M. LLOYD
J. STEPHEN TIERNEY, III
RICHARD V. NEILL, JR.
CHET E. WEINBAUM

MAILING ADDRESS:
POST OFFICE BOX 1270
FORT PIERCE, FL 34984
TELEPHONE (407) 404-8200
FAX (407) 404-2566

April 23, 1996

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

ENCLOSURE 2: 05 2400
-04/25/96- 010000--0020
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Re: Designer Fruit, Inc.

Gentlemen:

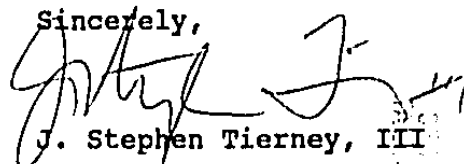
Enclosed are an original and a copy of the Articles of Incorporation of the above referenced corporation. Please file the original, certify and indicate the filing date on the copy, and return the certified copy to me.

Also enclosed is a check covering the fees and charges for the items listed below, as indicated:

A. Articles Of Incorporation filing fee:	\$ 35.00
B. Certified copy of Articles Of Incorporation:	52.50
C. Registered Agent Designation Filing Fee:	35.00
	\$122.50

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Sincerely,


J. Stephen Tierney, III

JST/jw
Enclosures

63 5/2/96

100-100000
JAN 15 1994
FBI

ARTICLES OF INCORPORATION

OF

DESIGNER FRUIT, INC.

ARTICLE I - NAME

The name of the corporation is DESIGNER FRUIT, INC..

ARTICLE II - DURATION

This corporation shall exist perpetually commencing as of the date these Articles are filed with the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the Florida General Corporation Law.

ARTICLE IV - AUTHORIZED SHARES

The corporation shall have the authority to issue One Thousand (1,000) shares of common stock.

ARTICLE V - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

The street address and mailing address of the corporation is:

1839 S.E. Port St. Lucie Boulevard
Port St. Lucie, FL 34952,

and the name of the initial registered agent at the above address is Richard Oldfield.

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Richard Oldfield
1839 S.E. Port St. Lucie Boulevard
Port St. Lucie, FL 34952.

ARTICLE VII - INCORPORATOR

The name and mailing address of the person signing these Articles of Incorporation is:

Richard Oldfield
1839 S.E. Port St. Lucie Boulevard
Port St. Lucie, FL 34952.

ARTICLE VIII - OFFICERS

The following named persons shall be officers of this corporation from its inception and until their successors are duly elected and qualified:

Richard Oldfield--President/Secretary/Treasurer

ARTICLE IX - 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 X - INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23 day of April, 1996.


Richard Oldfield

STATE OF FLORIDA

COUNTY OF ST. LUCIE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Richard Oldfield, known to me or who has produced a valid Drivers License as identification and who did take an oath, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 23rd day of April, 1996.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE.
MY COMMISSION EXPIRES:



JEAN A. WINDLE
MY COMMISSION # CC 225053 EXPIRES
September 24, 1996
BONDED TRULY TRUST FARM INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In accordance with the provisions of Chapter 48.091, Florida Statutes, DESIGNER FRUIT, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the County of St. Lucie, State of Florida, has named Richard Oldfield, whose address is 1839 S.E. Port St. Lucie Boulevard, Port St. Lucie, FL 34952, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping said office open.

DATED: April 23, 1996

Richard Oldfield
Richard Oldfield

96 APR 26 PM 5:14
FILED
CLERK OF COURT
ST. LUCIE COUNTY, FLORIDA

P96000037810

NEILL GRIFFIN JEFFRIES & LLOYD

CHARTERED

311 SOUTH SECOND STREET

FORT PIERCE, FLORIDA 34980

RICHARD V. NEILL
CHESTER B. GRIFFIN
MICHAEL JEFFRIES
ROBERT M. LLOYD
J. STEPHEN TIERNEY, III
RICHARD V. NEILL, JR.

MAILING ADDRESS:
POST OFFICE BOX 1870
FORT PIERCE, FL 34984
TELEPHONE (888) 464-8800
FAX (888) 464-2586

December 5, 1996

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

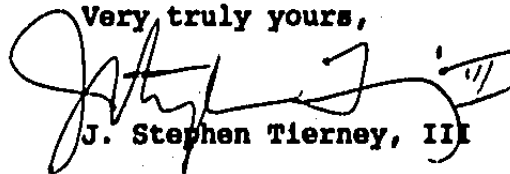
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-12/13/96--01050--021
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Re: Designer Fruit, Inc.
Document No. P96000037810

Gentlemen:

Enclosed herein please find Articles of Amendment to the Articles of Incorporation of Designer Fruit, Inc. changing the name to Designer Groves, Inc. Also enclosed is a check in the amount of \$87.50 for the filing fees and certified copy of the Articles of Amendment.

Very truly yours,


J. Stephen Tierney, III

JST/jw
enclosure

FILED
96 DEC 13 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
DESIGNER FRUIT, INC.

Pursuant to the provisions of Section of Section 607.1001 et seq. of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is DESIGNER FRUIT, INC.
2. The sole director of the corporation adopted the following Amendment to the Articles of Corporation of Designer Fruit, Inc., pursuant to Florida Statute 607.1005 as the corporation has not yet issued shares.

ARTICLE I

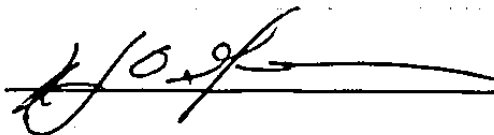
The name of this corporation shall be DESIGNER GROVES, INC., effective upon filing these Articles of Amendment with the Secretary of State.

3. The foregoing amendment was adopted by a unanimous vote of the Board of Directors of the corporation at a duly convened meeting of the Board of Directors on November 20, 1996 at which all directors were present and voted in favor of the amendment, as no shares of the corporation had yet been issued.

DATED this 6th day of December, 1996.

DESIGNER FRUIT, INC.

By



Chairman of the Board of
Directors

By


RICHARD J. OLDFIELD
Secretary

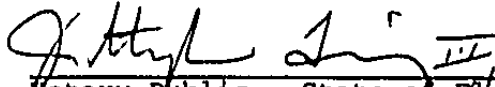
STATE OF FLORIDA
COUNTY OF ST. LUCIE

BEFORE ME, the undersigned authority, personally appeared Richard J. Oldfield, well known to me to be a Director and Secretary of DESIGNER FRUIT, INC., and who subscribed to the above Articles and Amendment to the Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State last aforesaid this 6th day of December, 1996.



J. Stephen Tierney, III
MY COMMISSION # CCS20215 EXPIRES
April 20, 2000
BONDED THIRD TROY FAIR INSURANCE, INC.


Notary Public - State of Florida
My Commission Expires: 4/20/00