1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
800-342-8086

P96000044783

CSC Networks

PRENTICE HALL LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 965625 132254A

AUTHORIZATION :

COST LIMIT : $ PREPAID

ORDER DATE : May 24, 1996

ORDER TIME : 10:10 AM

ORDER NO. : 965625

CUSTOMER NO: 132254A

CUSTOMER: Sue Thomas, Legal Asst
BRONSTEIN CARLSON GLEIM &
SMITH, P.A.
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

DOMESTIC FILING

NAME: PASADENA POINT PROPERTIES, INC.

EFFECTIVE DATE: MAY 22, 1996

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: Clint Fuhrman

EXAMINER'S INITIALS: 5/28/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 24 AM 9:29

RECEIVED
96 MAY 24 PM 12:16
DIVISION OF CORPORATION

EFFECTIVE DATE
5/22/96

ARTICLES OF INCORPORATION

OF

PASADENA POINT PROPERTIES, INC.

96 MAY 24 AM 9:20

ARTICLE I.

NAME

The name of this corporation is Pasadena Point Properties, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 101 East Kennedy Boulevard, Suite 3300, Tampa, FL 33602.

ARTICLE III.

DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of May 22, 1996.

ARTICLE IV.

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE V.

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar ($1.00) par value common stock.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Holger D. Gleim, Esq., 150 Second Avenue North, Suite 1100, St. Petersburg, FL 33701. The Registered Agent, by his execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of § 607.0501, Florida Statutes.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation are J. Patrick Michaels, Jr., 101 East Kennedy Boulevard, Suite 3300, Tampa, FL 33602.

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Holger D. Gleim, Esq., 150 Second Avenue N., Suite 1100, St. Petersburg, Florida 33701.

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.

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI.

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 23 day of May, 1996.

Holger D. Gleim

INCORPORATOR

114361

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 24 AM 9:28

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-... FAX

800-342-8086

P96000044783

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 009161 132254A

AUTHORIZATION :

COST LIMIT : $ PREPAID

ORDER DATE : July 3, 1996

ORDER TIME : 10:16 AM

ORDER NO. : 009161

CUSTOMER NO: 132254A

900001883779
-07/03/96--01076--015
*****35.00 *****35.00

CUSTOMER: Sue Thomas, Legal Asst
Bronstein Carlson Gleim &
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

DOMESTIC AMENDMENT FILING

FILED
96 JUL -3 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME: PASADENA POINT PROPERTIES, INC.

XX ARTICLES OF AMENDMENT
____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint D. Fuhrman

EXAMINER'S INITIALS:

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
PASADENA POINT PROPERTIES, INC.

FILED
96 JUL -3 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporation, in accordance with the Florida Business Corporation Act and its Bylaws, hereby adopts the following Articles of Amendment:

1. The name of the Corporation is Pasadena Point Properties, Inc.

2. Article I of this Corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:

"ARTICLE I

"The name of this Corporation is: SHEIK ISLAND FARMS, INC."

3. This Amendment has been adopted by unanimous Written Action of the Directors and sole Shareholder of the Corporation on June 28, 1996, which vote is sufficient to approve the adoption of the Amendment.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment on behalf of the Corporation this 28th day of June, 1996.

Pasadena Point Properties, Inc.
a Florida corporation

By: [signature]
J. Patrick Michaels, Jr.
President

115046

P96000044783

BRONSTEIN, CARLSON, GLEIM & SMITH, P.A.

Joel D. Bronstein
Susan W. Carlson
Holger D. Gleim
Jeffrey J. Kallan
Thomas B. Smith

Suite 1100
150 Second Avenue North
St. Petersburg, Florida 33701

(813) 898-6688
Fax (813) 898-0811

Refer to File No.

Writer's Direct Dial No.

95 JUL 10 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

002557/963023
July 8, 1996

400001889444
-07/10/96--01038--018
*****35.00 *****35.00

Registered Agent/Address Section
Bureau of Corporate Records
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

RE: **SHEIK ISLAND FARM, INC.**

Gentlemen:

Enclosed please find the original and duplicate copy of a Change of Registered Office and Agent for the above-referenced corporation, along with our check in the amount of $35.00 representing the filing fee.

Please acknowledge filing of this document by stamping the duplicate copy and returning same to me.

If you have any questions in connection with the documents, or need further information, please contact me by telephone rather than returning the document.

Very truly yours,

Sue Thomas

Sue Thomas, Paralegal to
Holger D. Gleim

HDG:SWT:jab
Enclosures
cc: Sheik Island Farm, Inc.

RA Change
7/17/96
DC

115194

CHANGE OF REGISTERED OFFICE AND AGENT
OF
SHEIK ISLAND FARM, INC.

FILED
95 JUL 10 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: SECRETARY OF STATE OF FLORIDA

1. The name of the Corporation is **SHEIK ISLAND FARM, INC.**

2. The current registered office is located at 150 Second Avenue North, Suite 1100, St. Petersburg, FL 33701.

3. The registered office will be changed to 101 E. Kennedy Boulevard, Sito 3300, Tampa, FL 33602.

THIS IS THE CORRECT BUSINESS ADDRESS OF THE CORPORATION, PLEASE CHANGE YOUR RECORDS ACCORDINGLY.

4. The current registered agent is Holger D. Gleim.

5. The successor registered agent will be George Pollock.

6. The street address of the Corporation's registered office and the business office of its registered agent, as changed above, will be identical.

7. All changes made above have been authorized by resolutions duly adopted by the Corporation's Board of Directors.

8. All changes made above have been made by an officer of the Corporation authorized to do so by the Board of Directors.

DATED: June 17, 1996

SHEIK ISLAND FARM, INC.

By: ______________________
J. Patrick Michaels, Jr.
President

ACKNOWLEDGMENT

I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.0505, Florida Statutes.

____
George Pollock, Registered Agent