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CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED
 96 AUG -7 PM 2:20
 TALLAHASSEE, FLORIDA

AL JUL - 7 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>RAC</u>	_____	_____	_____

WALK-IN Will Pick Up 8-7 100

RE: H/M Citrus, Inc.

	C.C. FEE.	DISBURSED
☐ Capital Express™	_____	_____
☒ Art. of Inc. File	_____	_____
☐ Corp. Record Search	_____	_____
☐ Ltd. Partnership File	_____	_____
☒ Foreign Corp. File	_____	_____
☐ () Cert. Copy(s)	_____	_____
☐ Art. of Amend. File	_____	_____
☐ Dissolution/Withdrawal	_____	_____
☐ C U S-	_____	_____
☐ Fictitious Name File	_____	_____
☐ Name Reservation	_____	_____
☐ Annual Report/Reinstatement	_____	_____
☐ Reg. Agent Service	_____	_____
☐ Document Filing	_____	_____
☐ Corporate Kill	_____	_____
☐ Vehicle Search	_____	_____
☐ Driving Record	_____	_____
☐ Document Retrieval	_____	_____
☐ UCC 1 or 3 File	_____	_____
☐ UCC 11 Search	_____	_____
☐ UCC 11 Retrieval	_____	_____
☐ File No.'s, _____ Copies	_____	_____
☐ Courier Service	_____	_____
☐ Shipping/Handling	_____	_____
☐ Phone () _____	_____	_____
☐ Top Priority	_____	_____
☐ Express Mail Prop.	_____	_____
☐ FAX () _____ pgs.	_____	_____
SUBTOTALS	_____	_____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
_____	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF INCORPORATION
OF
H & M CITRUS, INC.**

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be H & M CITRUS, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 7500 shares and shall have a par value of \$1.00 per share. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Bylaws of the corporation may be amended by majority vote of either the directors or the shareholders, but all alterations, amendments and repeals of the Bylaws which affect the rights or obligations of the shareholders must be approved by a majority of the shareholders.

ARTICLE VIII

The number of directors of the corporation shall be fixed by the Bylaws of the corporation. The initial board of directors shall consist of two (2) directors whose names and

addresses are as follows

HAROLD B. McTEER
723 Heritage Drive NE
Winter Haven, FL 33881

MARY H. McTEER
723 Heritage Drive NE
Winter Haven, FL 33881

ARTICLE IX

The initial registered agent of the corporation is ROBERT L. WILLIAMS, JR. The street address of the corporation's initial registered office is: c/o Bradley Johnson Law Firm, P.A., 225 E. Park Avenue, Lake Wales, FL 33853.

ARTICLE X

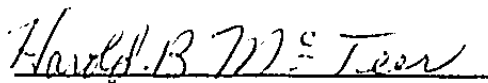
The principal place of business and mailing address of this corporation shall be: 723 Heritage Drive NE, Winter Haven, FL 33881.

ARTICLE XI

The name and address of the incorporator to these Articles of Incorporation is:

HAROLD B. McTEER
723 Heritage Drive NE
Winter Haven, FL 33881

The undersigned incorporator has executed these Articles of Incorporation this 5th day of August, 1996.


HAROLD B. McTEER, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 5th day of August, 1996, by HAROLD B. McTEER, [] who is personally known to me or [x] who has produced drivers license as identification.

BRENDA J. KAVELAK
Notary Public, State of Florida
My comm. expires May 11, 1999
Comm. No. CC371816


Notary Public/State of Florida at Large
(SEAL)

My Commission Expires:

C:\WPWIN60\WPDOCS\CLIENTS\MCTEER\ARTIC.INC • July 29, 1996

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of McTEER,
INC., which is contained in the foregoing Articles of Incorporation,

DATED this 5th day of August, 1996.



ROBERT L. WILLIAMS, JR., Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA