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WALTER T. HENDERSON, JR.
DIRECT LINE: (404) 853-8282

March 21, 1996

FILED
96 MAR 22 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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By U.S. Express Mail

Ms. Bobbie Eldridge
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: SUNSHINE AGRICULTURE INCORPORATED

Dear Bobbie:

As we discussed a few days ago, the enclosed documents are being filed to (1) dissolve an existing business corporation, Sunshine Agriculture Incorporated, and (2) incorporate a new not-for-profit corporation named Sunshine Agriculture Incorporated. Specifically, the enclosed documents are:

1. Articles of Dissolution for the existing corporation;

2. Affidavits from the directors of the existing corporation releasing the name "Sunshine Agriculture Incorporated" so that it can be used by the not-for-profit corporation; and

3. An original and one copy of articles of incorporation for a not-for-profit corporation named "Sunshine Agriculture Incorporated."

I have enclosed the $35.00 filing fee for the articles of dissolution. In addition, I have enclosed a check for $131.25 to cover the cost of filing the articles of incorporation for the new entity, a certified copy of the articles of incorporation, and a status letter. I would greatly appreciate it if you could also fax the status letter to me once it is issued.

Please let me know if you have any questions, and thank you again for your help.

Sincerely,

Walter T. Henderson, Jr.

Enclosures

3/25

AFFIDAVIT OF THE BOARD OF DIRECTORS OF
SUNSHINE AGRICULTURE INCORPORATED

The undersigned, being one of the two members of the Board of Directors of Sunshine Agriculture Incorporated, a Florida corporation (the "Corporation"), which was voluntarily dissolved pursuant to F.S. section 607.1401 on March 20, 1996, hereby attests to the following:

1. The articles of dissolution for the Corporation to be filed on or about March 21, 1996, with the Secretary of State of Florida will not be revoked; and

2. The name "Sunshine Agriculture Incorporated" is hereby released for use by any other corporation organized under the laws of the State of Florida.

Done as of this 20th day of March, 1996.

Todd A. Miller, Director

3/20/96
Date

Unofficial Witness
Sworn to and subscribed
before me this 20th day
of March, 1996

Karen L. Hatcher
Notary Public

Dena Lippolito
Unofficial Witness

KAREN L. HATCHER
MY COMMISSION # CC411245 EXPIRES
October 3, 1998
BONDED THRU TROY FAIN INSURANCE, INC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
FOR
SUNSHINE AGRICULTURE INCORPORATED

(A Florida Not For Profit Corporation)

I.

The name of the corporation is "SUNSHINE AGRICULTURE INCORPORATED."

II.

The corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act (the "Act"). Pursuant to section 617.0203 of the Act, the corporation's existence shall begin upon filing.

III.

The corporation shall have perpetual duration, shall have no more than 35 members (or "beneficiaries") and shall have only one class of membership interest. Pursuant to section 617.0505(2) of the Act, the corporation shall issue certificates evidencing membership in the corporation.

IV.

The corporation is organized for the exclusive purposes of (1) acquiring real property and holding title to, and collecting income from, such property, and (2) remitting the entire amount of income from such property (less expenses) to one or more organizations described in section 501(c)(25)(C) of the Internal Revenue Code of 1986, as amended, (the "Code"), which are members in the corporation. It is intended that the corporation will qualify at all times as an organization exempt

from federal income taxation under sections 501(a) and 501(c)(25) of the Code; therefore, notwithstanding any other provision in these Articles, the corporation shall never be authorized to engage in any activity except in furtherance of the purposes for which the corporation is organized.

V.

Unless otherwise provided in these Articles of Incorporation or in the Bylaws of the corporation, the corporation shall have all of the powers conferred upon corporations under the Act to be exercised solely in furtherance of the purposes described in Article IV hereof.

VI.

The members (or "beneficiaries") of the corporation shall have the right to dismiss the corporation's investment adviser(s), following reasonable notice, upon a vote of the members holding a majority of the interest in the corporation.

VII.

A member in the corporation shall have the right to terminate its interest in the corporation by either, or both, of the following alternatives, as determined by the corporation:

(A) by selling or exchanging its interest in the corporation (subject to any Federal or State securities law) to any organization described in section 501(c)(25)(C) of the Code so long as the sale or exchange does not increase the number of members in the corporation above 35: or

(B) by having its interest redeemed by the corporation after the member has provided 90 days notice to the corporation.

VIII.

The affairs of the corporation shall be managed by a Board of Directors consisting of at least three individuals (the "Directors"). The exact number and the method of election of the Directors as well as any qualifications for being a Director shall be as provided from time to time by or pursuant to the Bylaws of the corporation, except that the number of initial Directors is fixed by Article IX of these Articles of Incorporation. The Board of Directors also shall be authorized to appoint officers and agents to act on behalf of the corporation and/or to delegate daily management powers and responsibilities, including but not limited to the power to borrow funds on behalf of the corporation, the power to transfer or encumber assets on behalf of the corporation, and the power to purchase property on behalf of the corporation, to one or more individuals or entities which the Board of Directors reasonably believes to be reliable and competent as to such matters.

IX.

The initial Board of Directors of the corporation shall consist of three individuals, who shall serve until the first annual meeting of the Board of Directors of the corporation and whose names and addresses are as follows:

Douglas W. Bennett
1801 Hermitage Boulevard
Tallahassee, Florida 32308

Todd A. Miller
1801 Hermitage Boulevard
Tallahassee, Florida 32308

James W. Horton
1801 Hermitage Boulevard
Tallahassee, Florida 32308

X.

No Director of the corporation shall be personally liable to the corporation or any other person for monetary damages for breach of his duty of care or other duty as a Director; provided, that this provision shall eliminate or limit the liability of a Director only to the extent permitted from time to time by the Act or any successor laws. The Board of Directors also shall have the power to hold harmless and indemnify any individual or entity which is appointed as an officer, employee or agent and to which management responsibilities are delegated in accordance with Article VII of these Articles; provided, that this provision shall eliminate or limit the liability of an officer, employee or agent only to the extent permitted from time to time by the Act or any successor laws.

XI.

The address of the initial principal office of the corporation is 1801 Hermitage Boulevard, Suite 600, Tallahassee, Florida 32308, and the initial registered agent of the corporation is Mr. Horace Schow II, 1801 Hermitage Boulevard, Suite 100, Tallahassee, Florida 32308. A written acceptance of appointment as a registered agent as required by section 617.0501 of the Act is attached as "Exhibit A" to these Articles of Incorporation.

XII.

The name and address of the incorporator is:

Walter T. Henderson, Jr.
Sutherland, Asbill & Brennan
999 Peachtree Street, N.E.
Atlanta, Georgia 30309-3996

XIII.

The Articles of Incorporation of the corporation may be amended by the affirmative vote of a majority of the Directors then in office as permitted by the Act (or the corresponding provision of any future Florida corporation law); provided, however, that no amendment may be made which would cause the corporation no longer to be qualified as an exempt organization described in section 501(c)(25) of the Code.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.

Walter T. Henderson, Jr.

Exhibit A

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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:

Sunshine Agriculture Incorporated
(must include suffix)

2. The name and address of the registered agent and office is:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Horace Schow II
(NAME)

1801 Hermitage Boulevard, Suite 100
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Tallahassee, FL 32308
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Horace Schow II
(SIGNATURE)

3-20-96
(DATE)