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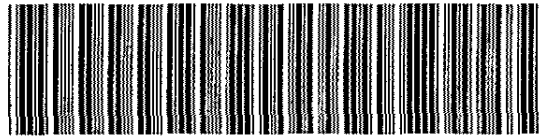
(Business Entity Name)

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05 FEB -2 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

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

**SUBJECT: ARTICLES OF RESTATEMENT OF THE ARTICLES OF
INCORPORATION, OF BELL FRUIT COMPANY, INC**

Enclosed are an original Certificate with Respect to Articles of Restatement of the Articles of Incorporation, an original Articles of Restatement of the Articles of Incorporation, and one copy of the Articles of Restatement of the Articles of Incorporation of Bell Fruit Company, Inc. Also included is a check for:

\$43.75 (\$35 filing fee and \$8.75 for a certified copy)

Please return a certified copy to:

C. Powers Dorsett, III
Bell Fruit Company
P.O. Box 398
Brooksville, FL 34605
(352) 796-3686

**ARTICLES OF RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
BELL FRUIT COMPANY, INC.**

FILED
05 FEB -2 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

The name of the corporation is "Bell Fruit Company, Inc."

II.

The corporation is a corporation for profit and is organized to engage in any lawful act or activities for which corporations may be organized under the Florida Business Corporation Act ("FBCA").

III.

The street address of the corporation's principal office is:

132 S. Brooksville Avenue
Brooksville, Florida 34601

; and the mailing address of the corporation is:

P. O. Box 398
Brooksville, Florida 34605

IV.

The corporation shall have authority, to be exercised by its Board of Directors, to issue 1,000,000 shares of capital stock, par value \$0.01 per share, divided into 50,000 shares of capital stock designated as "Class A Common Stock," and 950,000 shares of capital stock designated as "Class B Common Stock." Except as hereinafter provided with respect to voting powers, the Class A Common Stock and the Class B Common Stock of the corporation shall be identical in all respects. With respect to voting powers, except as otherwise required by the Florida Business Corporation Act, (i) the holders of Class A Common Stock shall possess all voting power for all purposes and the holders of Class B Common Stock shall have no voting power whatsoever, and (ii) no holder of Class B Common Stock shall have any right to vote on or otherwise participate in any proceedings in which actions shall be taken by the corporation or its shareholders, or be entitled to notification as to any meeting of the Board of Directors or the shareholders.

V.

The street address of the registered office of the corporation is 132 S. Brooksville Avenue, Brooksville, Hernando County, Florida 34601, and the registered agent of the corporation at such address is C. Powers Dorsett, Jr.

VI.

The name and address of the incorporators are:

J. J. Bell, Jr.
132 S. Brooksville Avenue
Brooksville, Florida 34601

A. W. Bell, Sr.
132 S. Brooksville Avenue
Brooksville, Florida 34601

M. R. Bell
132 S. Brooksville Avenue
Brooksville, Florida 34601

VII.

A director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for any action taken, or any failure to take any action, as a director, except liability: (a) for any appropriation, in violation of his or her duties, of any business opportunity of the corporation, (b) for acts or omissions that involve intentional misconduct or a knowing violation of law, (c) for any type of liability set forth in section 607.0834 of the FBCA, or (d) for any transaction from which the director received an improper personal benefit; provided that this Article VII shall not eliminate or limit the liability of a director for any act or omission that occurred prior to the effective date of this Article. If the FBCA is hereafter amended to eliminate or limit the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. Any repeal or modification of this Article VII by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

VIII.

Special meetings of shareholders:

Pursuant to section 607.0702 of the FBCA, the corporation shall have a special meeting of shareholders when holders of not less than forty-five (45) percent of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

DULY EXECUTED and delivered by the undersigned on January 29, 2005.

BELL FRUIT COMPANY, INC.

By: 
C. Powers Dorsett, III, President

* * * * *

**CERTIFICATE
WITH RESPECT TO
ARTICLES OF RESTATEMENT OF THE
ARTICLES OF INCORPORATION
OF
BELL FRUIT COMPANY, INC.**

Bell Fruit Company, Inc., a corporation organized and existing under the Florida Business Corporation Act (the "Corporation"), whose original Articles of Incorporation were filed with the Department of State of the State of Florida on September 4, 1945, does hereby certify:

1. That the Articles of Restatement of the Articles of Incorporation of the Corporation attached to and hereby made a part of this certificate amend Articles I through IX of the articles of incorporation in their entirety as in effect prior to this amendment and restatement, which amendments to Article III require shareholder approval, and substitute in lieu of them new Articles I through VIII, respectively, of the Articles of Restatement of the Articles of Incorporation of the Corporation attached to and made part of this certificate.

2. That the means of effecting the reclassification of the existing \$100.00 par value common shares of the Corporation for the \$0.01 par value Class A and Class B common shares of the Corporation required by the amendment to Article III of the articles of incorporation are as follows:

From and after the effective date of these Articles of Restatement of the Articles of Incorporation, each share of the Corporation's issued \$100.00 par value common stock shall automatically be converted into 20 shares of \$0.01 par value Class A common stock and 380 shares of \$0.01 par value Class B common stock of the Corporation; each certificate for such issued shares of the Corporation's \$100.00 par value common stock currently outstanding shall represent shares of \$0.01 par value Class A common stock of the Corporation equal to 20 times the number of such issued shares of \$100.00 par value common stock stated on the face of such certificate and shares of \$0.01 par value Class B common stock of the Corporation equal to 380 times the number of such issued shares of \$100.00 par value common stock stated on the face of such certificate; and each holder of record of a certificate of such issued shares of the Corporation's \$100.00 par value common stock shall be entitled, upon submission of such certificate to the Corporation for cancellation, to receive a certificate for the Corporation's \$0.01 par value Class A common stock representing 20 times the number of such issued shares of common stock stated on the face of the certificate so delivered for cancellation, and a certificate for the Corporation's \$0.01 par value Class B common stock representing 380 times the number of such issued shares of common stock stated on the face of the certificate so delivered for cancellation, at which time, but not before, such holder shall be entitled to receive payment of any dividends that might be declared on the Corporation's \$0.01 par value Class A common stock and \$0.01 par value Class B common stock.

3. That this Certificate with Respect to the Articles of Restatement of the Articles of Incorporation of the Corporation ("Certificate") was: (a) duly adopted by the Board of Directors of the Corporation on January 29, 2005; and (b) duly approved by the shareholders of the Corporation in accordance with Section 607.1003 of the Florida Business Corporation Act ("FBCA") on January 29, 2005. The number of votes cast for the amendment by the shareholders was sufficient for approval.

4. The duly adopted Articles of Restatement of the Articles of Incorporation supersede the original articles of incorporation and all amendments to them.

* * * *

DULY EXECUTED and delivered, under seal, by the undersigned on January 29, 2005.

BELL FRUIT COMPANY, INC.

By: Barbara Bell Dorsett
Barbara Bell Dorsett, Secretary