

Document Number Only
F960000004440

CT CORPORATION SYSTEM
660 EAST JEFFERSON STREET
Requestor's Name
TALLAHASSEE, FL 32301
Address
222-1092
City State Zip Phone
CORPORATION(S) NAME

596-18108
400001934734
-08/28/96--01078--009
*****70.00 *****70.00
800001585083
-08/28/96--01078--010
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Winter Garden Citrus, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merge
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Liability Co.	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of R.A.
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Fictitious Name Filing
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> CUS	
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Call if Problem	<input checked="" type="checkbox"/> Walk In	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Will Wait	<input type="checkbox"/> Mail Out	

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

8/28



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 29, 1998

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L0132 560

The name WINTER GARDEN CITRUS, INC. has been reserved for 120 days beginning July 29, 1998. The reservation number is R96000003833 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 885.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (804) 488-9000, the Name Availability Section

Ruth Leonard

Letter number: 498A00038354

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. WINTER GARDEN CITRUS INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 06-1461378
(FEI number, if applicable)
4. July 31, 1996
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 10 Westport Road, P.O. Box 810, Wilton, Connecticut 06897-0810
(Current mailing address)
8. To engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Florida
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)
10. Registered agent acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System

Connie Bryan
(Registered agent's signature) (Officer)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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TALLAHASSEE, FLORIDA

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Louis Dreyfus Corporation, as Management

Address: 10 Westport Road; P.O. Box 810

Wilton, Connecticut 06897-0810

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Carol R. Aronoff
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Carol R. Aronoff, Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
WINTER GARDEN CITRUS INC.**

1. Randal G. Freeman, Vice President
10 Westport Road; P.O. Box 810
Wilton, Connecticut 06897-0810
2. Jeffrey R. Gilman, Vice President
10 Westport Road; P.O. Box 810
Wilton, Connecticut 06897-0810
3. Hal Wolkin, Vice President
10 Westport Road; P.O. Box 810
Wilton, Connecticut 06897-0810
4. Pierre B. Deram, Treasurer
10 Westport Road; P.O. Box 810
Wilton, Connecticut 06897-0810
5. Richard Gray, Assistant Treasurer
10 Westport Road; P.O. Box 810
Wilton, Connecticut 06897-0810
6. Carol R. Aronoff, Secretary
10 Westport Road; P.O. Box 810
Wilton, Connecticut 06897-0810
7. Thomas Scheuer, Assistant Secretary
10 Westport Road; P.O. Box 810
Wilton, Connecticut 06897-0810

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WINTER GARDEN CITRUS INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF JULY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

8049696

07-31-96

Document Number Only

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CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

SECRET
TALLAHASSEE, FL 32301
SEP 11 PM 2:58

Winter Garden Citrus Inc.

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*****35.00 *****35.00

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | | |
| <input type="checkbox"/> Foreign | <input checked="" type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
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9/11/96

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APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA

WINTER GARDEN CITRUS INC.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

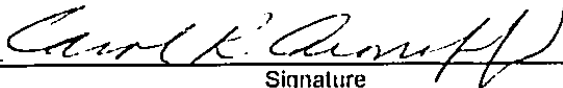
ATTN: Corporate Secretary
10 Westport Road, P.O. Box 810

(Mailing Address)

Wilton, Connecticut 06897-0810

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

September 9, 1996

Date

Carol R. Aronoff

Typed or printed name

Title