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JEFF L. MCKIBBEN
ATTORNEY AT LAW

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April 28, 1998

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(941) 773-0223

Bureau of Corporate Records
Post Office Box 6327
Tallahassee, FL 32314

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IN RE: Articles of Incorporation of
TRI COUNTY GROWERS COOPERATIVE, INC.

Gentlemen:

Enclosed please find the Original and one (1) copy of the Articles of Incorporation of TRI COUNTY GROWERS COOPERATIVE, INC., which includes therein the designation of and acceptance by the registered agent. Also enclosed is a check for \$140.00 covering the following:

Filing Fee	\$ 52.50
Certified Copy of Articles	\$ 52.50
Designation of registered Agent	\$ 35.00
TOTAL	\$ 140.00

Once the Articles are filed, please send a certified copy to this office at the above address.

Thank you for your assistance in this matter.

Sincerely yours,

Jean Graham
Jean Graham
Secretary to Mr. McKibben

FILED
98 APR 30 PM 12:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

vjg
enclosures as stated herein

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Jean Graham
5/13/98

ARTICLES OF INCORPORATION
OF
TRI COUNTY GROWERS COOPERATIVE, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, three natural persons competent to contract, hereby form a cooperative marketing association under Chapter 618 of the Florida Statutes (1995).

ARTICLE I - NAME

The name of the corporation is **TRI COUNTY GROWERS COOPERATIVE, INC.**

ARTICLE II - NATURE OF BUSINESS

The general character, purpose, and nature of business to be transacted by this cooperative is to harvest, market and sell citrus fruit as well as any statutorily permissible activity related thereto for the benefit of the cooperative's members.

ARTICLE III - MEMBERSHIP

Membership shall be open to any person or business organization who owns citrus groves in Florida and pays the fees and meets the other requirements for membership as set forth in the Bylaws and established by the Board of Directors. The property rights and interest of each member shall be based upon and apportioned according to the amount of fruit sold to the cooperative. New members shall acquire rights according to their sales to the cooperative.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is \$500.00.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation is to be at 1528 S.W. Highway 17, Arcadia, Florida 34266. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **TRI COUNTY GROWERS COOPERATIVE, INC.**, desiring to organize under the laws of the State of Florida, with its principal office in the City of Arcadia, County of DeSoto, has named Greg Gaskins, located at 1528 S.W. Highway 17, Arcadia, DeSoto County, Florida 34266, as its agent to accept service of process within this State and does designate 1528 S.W. Highway 17, Arcadia, FL 34266 as the registered office.

ARTICLE VIII - DIRECTORS

This corporation shall have five (5) directors initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than five (5). The directors shall be elected by the members of the cooperative and shall be members themselves.

ARTICLE IX - INITIAL DIRECTORS

The name and the street address of the initial directors, who shall hold office until his successor is elected and has qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles L. Burkhart	3600 N.E. Roan St., Arcadia, FL
Ben K. Norris	112 S. 2nd Avenue, Wauchula, FL
Lynn B. Fussell	2508 N.E. Roan St., Arcadia, FL
Greg Gaskins	1528 S.W. Highway 17, Arcadia, FL
Lori Stewart	3241 N.E. McIntyre St., Arcadia, FL

ARTICLE X - OFFICERS

The officers of the corporation, who shall hold office until their successors are elected by the Board of Directors, shall be:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Charles L. Burkhart	President	3600 N.E. Roan St., Arcadia, FL
Greg Gaskins	Vice President	1528 S.W. Highway 17, Arcadia, FL
Lori Stewart	Secretary	3241 N.E. McIntyre St., Arcadia, FL
Lynn B. Fussell	Treasurer	2508 N.E. Roan St., Arcadia, FL

ARTICLE XI - SUBSCRIBERS

The name and the street address of the subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ben K. Norris	112 S. 2nd Avenue, Wauchula, FL
Greg Gaskins	1528 S.W. Highway 17, Arcadia, FL
Charles L. Burkhart	3600 N.E. Roan St., Arcadia, FL

ARTICLE XII - EFFECTIVE DATE

These Articles of Incorporation shall be effective on April 30, 1998.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at a stockholders' meeting by a majority (51%) of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XIV - BY LAWS

The membership shall adopt bylaws for the government and management of the cooperative by and consistent with Chapter 618 and Florida corporate law. These Bylaws shall set forth the manner in which the cooperative shall be managed. Provided, however, that any and all checks, other instruments, or means of transfer which disburse the funds of the cooperative shall require two (2) signatures to effect the disbursement.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged, and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 27th day of April, 1998.



GREG GASKINS




CHARLES L. BURKHART



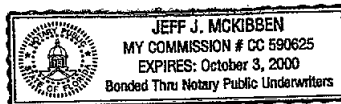
BEN K. NORRIS

**STATE OF FLORIDA :
COUNTY OF DESOTO:**

The foregoing instrument was acknowledged before me this 27th day of April, 1998, by
Greg Gaskins, who is personally known to me or has produced
_____ as identification.




NOTARY PUBLIC / JEFF J. McKIBBEN
STATE OF FLORIDA AT LARGE

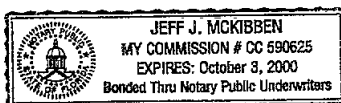


**STATE OF FLORIDA :
COUNTY OF DESOTO:**

The foregoing instrument was acknowledged before me this 27th day of April, 1998, by
Charles L. Burkhart, who is personally known to me or has produced
_____ as identification.



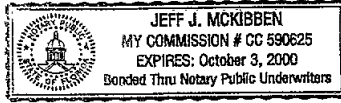
NOTARY PUBLIC / JEFF J. McKIBBEN
STATE OF FLORIDA AT LARGE



**STATE OF FLORIDA :
COUNTY OF DESOTO:**

The foregoing instrument was acknowledged before me this 27 day of April, 1998, by Ben K. Norris, who is personally known to me or has produced _____ as identification.

NOTARY PUBLIC / JEFF J. McKIBBEN
STATE OF FLORIDA AT LARGE



ACCEPTANCE

HAVING BEEN NAMED to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

GREG GASKINS
Registered Agent

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FILED
98 APR 30 PM 12:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA