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KAY, GRONEK & LATHAM, LLP

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ATTORNEYS AT LAW

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CHRISTINA F. TAYLOR

POST OFFICE BOX 3353
ORLANDO, FLORIDA 32802

EFFECTIVE DATE

12-23-99

December 23, 1999

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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Re: Haines City Citrus Growers Association Services, Inc. and Haines City
Citrus Growers Association Agriservices, Inc.

Ladies and Gentlemen:

I have enclosed with this letter one (1) original and one (1) copy of the Articles of Incorporation for each of the above referenced to-be-formed corporations. I have also enclosed two checks, each in the amount of \$87.50 for the filing fees. Please process filing of the enclosed articles and forward certified copies and certificates of status to me at the earliest practicable date.

Please contact me if you have any questions. Thank you for your assistance.

Sincerely,

Christina F. Taylor

Christina F. Taylor

CFT

cc: Peter G. Latham, Esq.

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PH 1/4/2000-

**ARTICLES OF INCORPORATION
OF
HAINES CITY CITRUS GROWERS ASSOCIATION SERVICES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

EFFECTIVE DATE

12-23-99

The name of the corporation shall be, **HAINES CITY CITRUS GROWERS ASSOCIATION SERVICES, INC.**

ARTICLE II - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation but shall be effective as of December 23, 1999 and shall exist perpetually.

ARTICLE III - GENERAL PURPOSES

The general purposes for which the corporation is organized shall be to manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, and deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description. It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be, from time to time, amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is Five Thousand (5,000), which shall be designated Common Shares with a par value of one dollar (\$1.00) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The initial street address of the registered office of the corporation in the state of Florida is Kay, Gronek & Latham, LLP, 390 North Orange Avenue, Suite 600, Orlando, Florida 32801. The name of the initial registered agent of the corporation at such address is Peter G. Latham.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator of the corporation are:

<u>Name</u>	<u>Address</u>
Peter G. Latham	390 N. Orange Avenue Suite 600 Orlando, FL 32801

ARTICLE VII - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

ARTICLE VIII - PRINCIPAL OFFICE

The principal office of the corporation in the state of Florida is #8 Railroad Avenue, Haines City, Florida 33844.

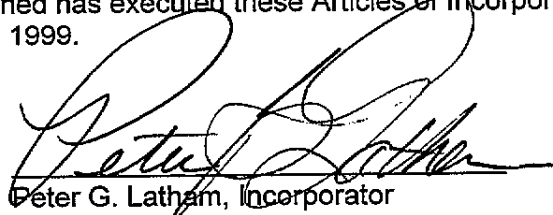
ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 23d day of December, 1999.


Peter G. Latham, Incorporator

ACKNOWLEDGEMENT

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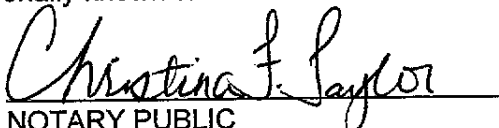
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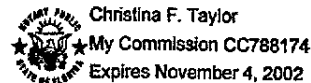
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 23d day of December, 1999, by
PETER G. LATHAM, as incorporator, who is personally known to me.

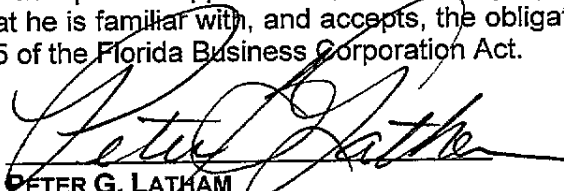
[NOTARIAL SEAL]


NOTARY PUBLIC
My Commission Expires: 11/4/02



ACCEPTANCE BY REGISTERED AGENT

The undersigned, **PETER G. LATHAM**, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, does hereby agree to act in such capacity, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.


PETER G. LATHAM
12/23/99
DATE