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January 7, 2000

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

EFFECTIVE DATE  
1-6-00

900003093148--8  
-01/10/00-01085-001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: *Grainger Farms, Inc.*

Gentlemen:

Enclosed please find the original and a duplicate of Articles of Incorporation for *Grainger Landco, Inc.* After examination, please file the original and return the duplicate to the undersigned duly certified to show the date of filing.

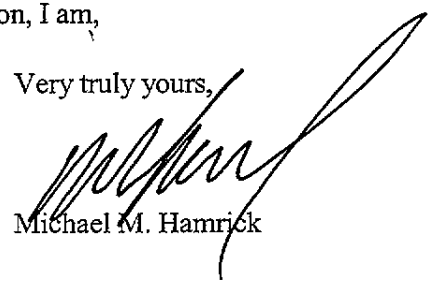
Please note that corporation existence began on January 6, 2000.

Next, enclosed please find our firm check in the amount of \$78.75 to cover the filing fee of \$35.00, the fee for the certified copy of \$8.75, and the registered agent fee of \$35.00.

If there are any questions concerning the Articles, I would certainly appreciate your telephoning me collect at (941) 747-1871. Also, please advise me as soon as the Articles have been filed by telephoning me at the same number.

Thanking you for your usual cooperation, I am,

Very truly yours,



Michael M. Hamrick

FILED  
2000 JAN 10 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MMH:spb  
Enclosures  
cc: Mr. James Grainger

**EFFECTIVE DATE**  
**1-6-00**

FILED

2000 JAN 10 PM 2:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

Pursuant to Section 1361(b)(2) of The Internal Revenue Code and Section 607.0202, Florida Statutes, the undersigned, **GRAINGER FARMS, INC., a Florida corporation**, desires to create a wholly owned subsidiary corporation as a qualified Subchapter S subsidiary (QSSS) and, as incorporator, does hereby make and file these Articles of Incorporation for a proposed corporation pursuant to the laws of Florida, and to that end hereby declares and affirms:

**ARTICLE I**

The name of this corporation shall be: **GRAINGER LANDCO, INC.**

**ARTICLE II**

This corporation shall exist perpetually unless sooner dissolved as authorized by law, and said corporation shall commence its existence on the date of subscription and acknowledgment of these Articles, as hereinafter set forth, if these Articles are filed with the Department of State within five (5) days exclusive of legal holidays, after such date. If these Articles are not so filed, this corporation shall commence existence upon the filing hereof with the Department of State.

**ARTICLE III**

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock with a par value of \$5.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors. The authorized shares of this corporation shall consist of one class of common stock only.

## ARTICLE V

The holders of the common shares of this corporation shall have pre-emptive rights to purchase any shares of the corporation hereafter issued or sold by the corporation, rateably according to their respective holdings, and such pre-emptive rights shall likewise extend to any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares. Any shares offered to shareholders under their pre-emptive rights, and not purchased, shall again be offered to those shareholders who have exercised their pre-emptive rights, in proportion to their holdings. After one such reoffering, the corporation may sell any shares still unsold in any other manner permitted by these Articles. The price of any such shares or other instruments to which such pre-emptive rights are applicable shall be at the price such shares or other instruments are offered to others, which price may be in excess of par.

## ARTICLE VI

The street address and mailing address of this corporation's principal office, and the initial registered office of the corporation, is 10009 Clubhouse Drive, Bradenton, FL 34202. The name of this corporation's initial registered agent at such address is James Grainger. The registered office and registered agent may be changed from time-to-time by the Board of Directors as authorized by law.

## ARTICLE VII

The number of Directors constituting the initial Board of Directors shall be two. The Board of Directors shall consist of not less than one nor more than three members, and the number of members of the Board of Directors may be fixed from time-to-time by the bylaws of the corporation, but until so fixed shall consist of two persons. The names and addresses of the members of the initial Board of Directors are as follows:

**James Grainger**  
10009 Clubhouse Drive  
Bradenton, Florida 34202

**Debe Grainger**  
10009 Clubhouse Drive  
Bradenton, Florida 34202

**ARTICLE VIII**

The name and address of the incorporator is as follows:

**GRAINGER FARMS, INC.**  
P.O. Box 20938  
Bradenton, Florida 34204

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these  
Articles of Incorporation this 6<sup>th</sup> day of January, 2000.

**GRAINGER FARMS, INC.**

By: James A. Grainger, Pres  
**James Grainger, President**

STATE OF FLORIDA  
COUNTY OF MANATEE

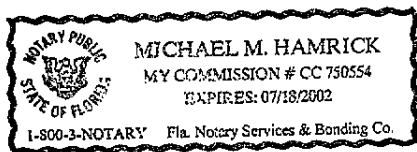
The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of January, 2000, by James Grainger, President of GRAINGER FARMS, INC., a Florida corporation, on behalf of the corporation. He

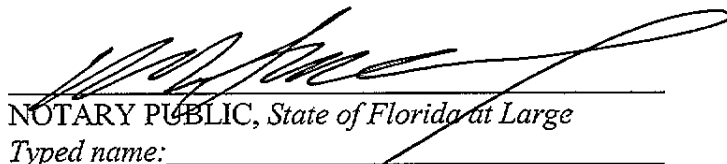
- is personally known to me; or
- produced a driver's license issued by the Florida Department of Highway Safety and Motor Vehicles as identification; or
- produced the following identification: \_\_\_\_\_,

and he did not take an oath.

Signature:

(Affix Notary Seal)



  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida at Large

Typed name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

My Commission No.: \_\_\_\_\_

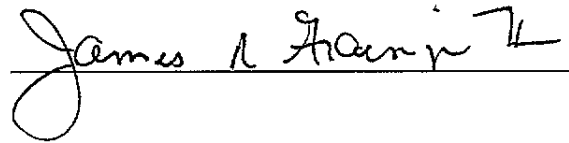
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**ACCEPTANCE OF REGISTERED AGENT**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as registered agent for **GRAINGER LANDCO, INC.**, a Florida corporation.

A handwritten signature in cursive script, reading "James A. Grainger", is written over a horizontal line.