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Florida Department of State

Division of Corporations **Public Access System** Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255_

Phone : (305)541-3694 Fax Number : (305)541-3770

FLORIDA PROFIT CORPORATION OR P.A.

HIGHGATE FARMS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78,75

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ARTICLES OF INCORPORATION OF

HIGHGATE FARMS, INC.

<u> ARTICLE I -- NAME</u>

The name of the corporation shall be HIGHGATE FARMS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of engaging in any or all lawful business for which corporations may be incorporated.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE V -- PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE VII -- CUMULATIVE VOTING

At each election for Directors every shareholder entitled to vote at such election shall have the

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right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 317 Tenth Street, West Palm Beach, FL 33401-3395, and the name of the initial registered agent of this corporation at such office is Paul J. Nicoletti, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process. The mailing address of this corporation is 13260 Polo Club Road, Wellington, Florida 33414.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws. The initial directors of the corporation shall be: MARYLOU N. de AZUA, DAWN BECKERING, and MARINA JANE WILSON-BILLANE.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

PAUL J. NICOLETTI 317 TENTH STREET WEST PALM BEACH, FL 33401-3395

<u>ARTICLE XI - AMENDMENT</u>

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned subscriber has executed these Articles of Incorporation this 10 day of JULY, 2000.

PAUL I-NICOLETTI

STATE OF FLORIDA COUNTY OF PALM BEACH

I hereby certify that the foregoing Articles of Incorporation was acknowledged before me this, day of JULY, 2000, by Paul J. Nicoletti who is personally known to me, or who produced a Florida Driver's License as identification.

OFFICIAL NOTARY SEAL
RENE L BURROUGHS
NOTARY PUBLIC STATE OF FLORIDA
COMMESSION NO. CC759043
MY COMMISSION EXF. AUG. 5,2002

NOTARY PUBLIC

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for HIGHGATE FARMS, INC. at the place designated in the articles of incorporation, Paul J. Nicoletti, agrees to act in this capacity and agrees to comply with the provisions of section 48.091 relative to keeping such office open.

Dated this 10 day of JULY, 2000.

PAUL J. NICOLETTI

STATE OF FLORIDA COUNTY OF PALM BEACH

I hereby certify that the ACCEPTANCE OF REGISTERED AGENT was acknowledged before me this day of JULY, 2000, by Paul J. Nicoletti who is personally known to me, or produced a Florida Driver's License as identification.

NOTARY PUBLIC

My Commission Expires:

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OFFICIAL NOTARY SEAL IRENE L BURROUGHS NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC759043

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