

PO1000013087

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

400003630944--7  
-02/02/01--01094--025  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Subject: AAC CITRUS, INC.

Ladies and Gentlemen:

Enclosed is an original and one (1) copy of the articles of incorporation of AAC Citrus, Inc. and a check for \$78.75 for the Filing Fee and Certificate of Status.

Yours truly,

*Barbara Ann Leavine*

Barbara Ann Leavine  
10564 Greencrest Drive  
Tampa, FL 33626  
(813) 920-6199

EFFECTIVE DATE  
01-29-01

FILED  
01 FEB -2 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
AAC CITRUS, INC.

I, the undersigned, a natural person of the age of eighteen years or more, acting as incorporator of a corporation organized under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

1. **Name:** The name of the Corporation is AAC Citrus, Inc. (the "Corporation").
2. **Address:** The street address of the initial principal office and the mailing address of the Corporation is 10564 Greencrest Drive, Tampa, Florida 33626.
3. **Shares; Preemptive Rights.** The aggregate number of shares the Corporation is authorized to issue is 1,000 shares of \$.01 par value each. The shares are designated as common stock and each share of stock shall have identical rights and privileges in every respect. The Corporation elects to have preemptive rights and all shareholders shall have full preemptive rights.
4. **Registered Office and Agent.** The street address of the Corporation's initial registered office is 10564 Greencrest Drive, Tampa, Florida 33626 and the name of its initial registered agent at that address is Wilburn W. Leavine.
5. **Purpose.** The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
6. **Bylaws.** The initial bylaws shall be adopted by the Board of Directors. The shareholders of the Corporation hereby delegate to the Board of Directors power to adopt, alter, amend or repeal the bylaws of the Corporation; provided however, that such bylaws may be altered, amended or repealed by a majority vote of the shareholders at any regular or special meeting, and provided further, that notice of the proposed alteration, amendment or repeal is contained in the notice of such meeting.
7. **Shareholders Vote.** (a) With respect to any action to be taken by the shareholders of the Corporation, the proposed action shall be adopted upon receiving the affirmative vote of at least a majority of the outstanding shares entitled to vote thereon.

(b) Any action required to be taken at any annual or special meeting of the shareholders, or any action which may be taken at any annual or special meeting of the of the shareholders, may be taken without a meeting, without prior notice, and without a vote, if consent or consents in writing, setting forth the actions so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be entitled to vote on the action were present and voted.

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8. **Indemnification.** The Corporation shall indemnify, to the extent provide in this Section 8, (i) any director, officer, agent or employee of the Corporation, (ii) any former director, officer, agent or employee of the Corporation and (iii) any person who may have served at the Corporation's request as a director, officer, agent or employee of another corporation in which the Corporation owns or has owned stock, or of which it is or has been a creditor. The indemnification provided for herein shall be to the full extent allowable or required by the provisions of Section 607.0850 of the Florida Business Corporation Act, as now or hereafter amended. These rights of indemnification and reimbursement shall not be exclusive of any other rights to which such person may be entitled by law, bylaw, agreement, shareholders' vote or otherwise; provided, however, that such additional rights of indemnification and reimbursement are not expressly made void by the provisions of Section 607.0850 of the Florida business Corporation Act.

9. **Initial Directors.** The number of directors constituting the initial board of directors is two and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected are qualified are:

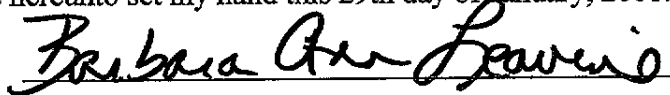
Wilburn W. and Barbara Ann Leavine 10564 Greencrest Drive, Tampa, FL 33626

10. **Incorporator.** The name and address of the incorporater is Barbara Ann Leavine, 10564 Greencrest Drive, Tampa, Florida 33626.

11. **Effective Date.** The effective date of these Articles of Incorporation shall be January 29, 2001.

IN WITNESS WHEREOF, I have hereunto set my hand this 29th day of January, 2001.

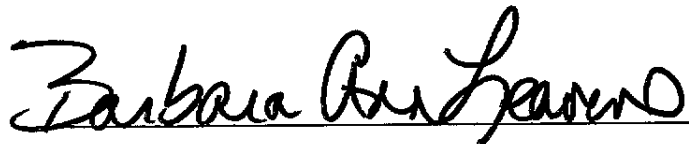
January 29, 2001



Barbara Ann Leavine  
Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

January 29, 2001



Barbara Ann Leavine  
Registered Agent