

PO1000016281

KENNETH GORDON KING

ATTORNEY AT LAW

720 Orchid Drive
Naples, Florida 34102
(941) 261-8262

P.O. Box 7752
Naples, FL 34101
(941) 261-4694 Fax

February 8, 2001

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

100003674561--9
02/12/01--01109--021
*****78.75 *****78.75

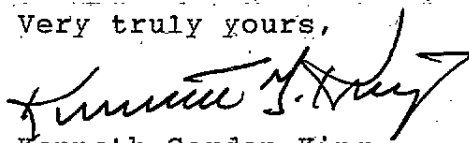
Re: Articles of Incorporation
SOUTHERNMOST NUTS AND FRUITS, INC.

Office of Sandra B. Mortham,

Enclosed for filing and registration as a Florida corporation,
please find the Articles of Incorporation, Acceptance of
Registered Agent and \$78.75 filing fee.

Kindly record same and forward your receipt and certification to
the attention of the undersigned. Your attention and assistance
are appreciated.

Very truly yours,


Kenneth Gordon King

Encls.
KGK/cl

FILED
01 FEB 12 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SOUTHERNMOST NUTS AND FRUITS, INC.**

FILED
01 FEB 12 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name and initial Address.

The name of the Corporation is: SOUTHERNMOST NUTS AND FRUITS, INC.
with its initial business address being: 875 22nd. St. N.E.
Naples, Florida 34120

Article II. Duration.

The Corporation shall exist perpetually commencing on the date of execution and acknowledgement of these Articles.

Article III. Purpose
This corporation is organized for the purpose of transacting any and all lawful business as determined by its Director(s) and as permitted or required by law.

Article IV. Capital Stock.

This corporation is authorized to issue Fifteen Hundred Two (1,502) shares of capital stock, initially valued at Six and 66/100 dollars (\$6.66) per share of common stock.

Article V. Rights of Shares of Capital Stock.

Section 1. Dividends

The corporate Director(s) may declare and pay dividends upon the common shares according to their discretion and valuations.

Section 2. Rights upon Liquidation

In the event of any dissolution or involuntary liquidation, dissolution, sale or other winding up of this Corporation, and after payment or satisfaction of all valid corporate debts, the remaining assets of the corporation shall be payable to and distributed ratably among the shareholders of record of common stock.

Section 3. Voting Rights

Pursuant to 607.0704, Fla. Stats., or as otherwise provided at law, the entire voting power for the election of directors, designation of officers, determination of corporate policy and for any and all other acts and purposes of the corporation shall be vested exclusively in the holders of outstanding common shares, at the rate of one vote per share.

Section 4. Issuance of Capital Stock

Upon majority vote of the shareholders, the Corporation is authorized to issue, dispose of, transfer and increase the issue of capital stock within its treasury or among its shareholders as provided herein and to annually determine the par value of all shares.

Article VI. Preemptive Rights

Every shareholder, upon the sale or issue of additional stock or other transaction affecting the allocation of shares, shall have the right to purchase his/her pro rata share thereof at all times, as nearly as may be done without issuance of fractional shares, at the price at which it is offered or issued to others.

Article VII. Designation of Registered Agent and Registered Office.

The initial Registered Agent of the Corporation shall be: **ROBIN S. CARSON**
and the initial registered mailing address for such purposes shall be:
875 22nd. St. N.E., Naples, FL 34120

Article VIII. Initial Board of Directors.

The Corporation shall have as many directors as shall be determined by majority vote of the shareholders or by the By-Laws, but not less than one. The names and addresses of the initial director(s) of the Corporation, with corresponding initial pro-rata allocation of shares of common stock, are as follows:

ROBIN S. CARSON (501 shares)	KIM BLOOMER (501 shares)
875 22nd. St. NE	875 22nd. St. NE
Naples, Florida 34120	Naples, FL 34120

TREASURY STOCK (500 shares Reserved)

Article IX. Incorporators.

The name(s) and addresses of the person(s) establishing and signing these Articles in their capacity as incorporators of the Corporation are as follows:

Robin S. Carson, 875 22nd. St. NE, Naples, FL 34120

Article X. Amendment.

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment thereto, by express majority vote of the shareholders.

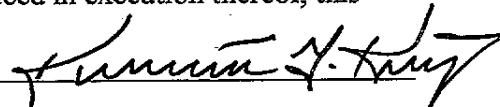
IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this Fifth day of February, 2001.—



ROBIN S CARSON., Corporate President

STATE OF FLORIDA
COUNTY OF COLLIER

Before me a Notary Public authorized to take acknowledgements in this state, personally appeared the above named Richard T./ Mohring, Sr. who known to me or producing a Florida driver's license identifying same as the person(s) executing the foregoing, acknowledged that signing as a free act and deed in execution thereof, this 5th. day of February, 2001.



My Commission Expires:



Kenneth G King
My Commission CC636772
Expires April 08, 2001

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

SOUTHERNMOST NUTS AND FRUITS, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 875 22nd. St. NE

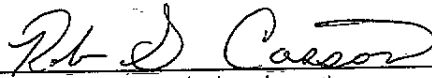
Naples, FL 34120

has named ROBIN S. CARSON

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.



(registered agent)

ROBIN S. CARSON

FILED
01 FEB 12 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
SEMINOLE-MIAMI