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JOHN P. CULLEM

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856 Second Avenue North  
St. Petersburg, Florida 33701

February 26, 2001

VIA FEDERAL EXPRESS

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

800003782538--9  
-02/27/01--01068--014  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: **GAMBLE CREEK GROVES, INC.**  
Articles of Incorporation

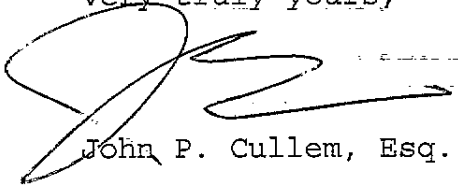
Dear Sir:

Enclosed is an original and two copies of the Articles of Incorporation and a check for \$87.50 payable to Florida Department of State for the filing fee, certified copy and Certificate of Status.

Please file the enclosed and return the copies to my attention at the address stated above.

Thank you for your assistance in this matter.

Very truly yours,

  
John P. Cullem, Esq.

JPC/s  
Enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**

**GAMBLE CREEK GROVES, INC.**

The undersigned incorporator hereby forms a corporation pursuant to the Florida Business Corporation Act, Chapter 607 of the laws of the State of Florida and adopts the following Articles of Incorporation.

ARTICLE I -- NAME

The name of the corporation shall be: **GAMBLE CREEK GROVES, INC.**

The initial address of the principal office and place of business of this corporation shall be 6270 Jim Davis Road, Parrish, FL 34219 and the mailing address of the corporation shall be P.O. Box 601, Parrish, FL 34219-0601. The principal address and mailing address may change from time to time.

ARTICLE II -- NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted pursuant to the laws of the United States of America, the State of Florida or any other state, country, territory or nation. Initially, the corporation intends to engage in citrus agriculture, but is not limited to that business.

ARTICLE III -- CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV -- REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 856 2nd Avenue North, St. Petersburg, Florida 33701, and the name of the initial registered agent of the corporation at that address is John P. Cullem, Esquire.

ARTICLE V -- TERM OF EXISTENCE

This corporation is to exist perpetually commencing five days prior to the date of receipt and filing of these Articles of Incorporation.

ARTICLE VI -- DIRECTORS

All corporate powers shall be exercised by or under the authority of, and business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation initially shall have one director. The name and address of the initial member of the Board of Directors are:

Louisa L. Cullem

P.O. Box 601  
Parrish, FL 34219-0601

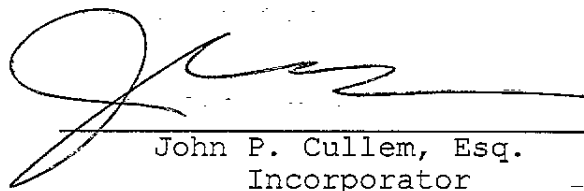
ARTICLE VII -- INCORPORATOR

The name and street address of the incorporator to these

Articles of Incorporation are:

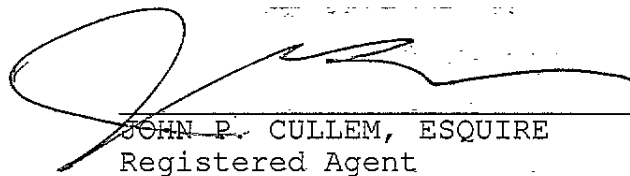
John P. Cullem, Esq.      856 2nd Ave. North  
St. Petersburg, FL 33701

IN WITNESS WHEREOF, the undersigned has hereunto set his  
hand and seal this 26th day of February, 2001.

  
John P. Cullem, Esq.  
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

The undersigned, John P. Cullem, Esquire, having a business office identical with the registered office of the corporation named above, and having been designated Registered Agent in the above and foregoing Articles of Incorporation, and having agreed to accept service of process for the above corporation at the place designated in this certificate, hereby accepts the appointment as Registered Agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of Registered Agent.

  
JOHN P. CULLEM, ESQUIRE  
Registered Agent

Dated: February 26, 2001

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA