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STEWART & KEYES
ATTORNEYS AT LAW

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FORT MYERS, FL 33902-0790

WILLIAM L. STEWART
OF COUNSEL
WILLIAM A. KEYES, JR.

FILED
01 MAR -2 AM 9:40
TALLAHASSEE, FLORIDA
(941) 334-7477
FAX (941) 334-7941

February 21, 2001

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: U-Pick Farm, Inc.

100003795921--9
-03/02/01--01054--011
*****78.75 *****78.75

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation of U-Pick Farm, Inc. and a check payable to Florida Department of State in the amount of \$78.75 for the Filing Fee and Certified Copy.

Please send the Certified Copy to me at the above address.

Yours very truly,

STEWART & KEYES


William A. Keyes, Jr.

WAK:mh
Enclosures
cc: Mr. Douglas A. Biggar

D. BROWN MAR - 7 2001 ✓

ARTICLES OF INCORPORATION
OF

U-PICK FARM, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation for profit.

ARTICLE I

The name of the Corporation shall be: U-PICK FARM, INC.

ARTICLE II

The street address of the principal office of the Corporation is: 15701 Quail Trail, Fort Myers, Florida 33912.

ARTICLE III

The general nature of the business to be transacted is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is sixty (60) shares, par value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 15701 Quail Trail, Fort Myers, Florida 33912. The initial registered agent for the Corporation at that address is DOUGLAS A. BIGGAR.

ARTICLE VI

The initial board of directors shall consist of two (2) members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Name Address

STEVE L. MATSON 1031 Butler Road
North Fort Myers, FL

DOUGLAS A. BIGGAR 15701 Quail Trail
Fort Myers, FL 33912

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01 MAR -2 AM 9:41
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Name Address

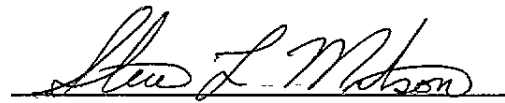
STEVE L. MATSON 1031 Butler Road
North Fort Myers, FL

DOUGLAS A. BIGGAR 15701 Quail Trail
Fort Myers, FL 33912

ARTICLE VIII

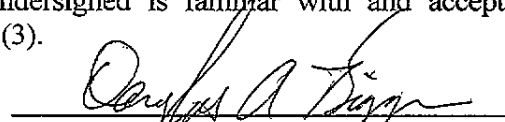
The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on December __, 2000.


Name: Steve L. Matson

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for U-PICK FARM, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: Douglas A. Biggar

Date: December __, 2000.