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A FLORIDA LIMITED LIABILITY PARTNERSHIP
ATTORNEYS AND COUNSELORS AT LAW
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(863) 675-5800
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April 17, 2001

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
409 EAST GAINES STREET
TALLAHASSEE FL 32399

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-04/27/01--01052--016
*****70.00 *****70.00

Re: E&E Citrus Tree Planting, Inc.
Our file #File #70884.001

Gentlemen:

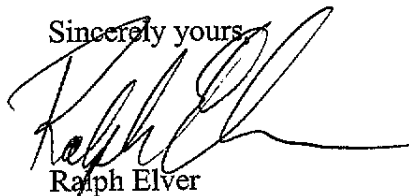
Enclosed you will find an original and one copy of the Articles Of Incorporation of the above referenced corporation, and an original Registered Agent Designation Certificate. Please file the original, indicate the filing date on the copy, and return the copy to me.

Also enclosed is our check in the amount of \$70.00 covering the fees and charges for the items listed below, as indicated:

- A. Articles Of Incorporation filing fee (\$35.00).
- B. Registered Agent Designation Filing Fee (\$35.00).

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Sincerely yours,


Ralph Elver

FILED
01 APR 27 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE:pd

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
E&E CITRUS TREE PLANTING, INC.

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.

ARTICLE I

The name of the Corporation ("Corporation") is E&E CITRUS TREE PLANTING, INC.

ARTICLE II

The existence of the Corporation shall begin on the date of the filing of these articles of incorporation. This corporation shall engage in any lawful business, but its initial purpose shall be to engage in the business of planting citrus trees and other agricultural related business.

ARTICLE III

The street address of the principal office of the Corporation is 400 Lee Street, LaBelle, Florida 33935.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1000 par value \$1.00 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 agent is 461 South Main Street, LaBelle, Florida 33935. The mailing address for the registered agent is P.O. Drawer 2280, LaBelle, Florida 33975. The initial registered agent for the Corporation at that address is Ralph Elver, Esq.

ARTICLE VI

The initial board of directors shall consist of two 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
<u>Ernesto Carmona, Jr.</u>	<u>400 Lee Street</u> <u>LaBelle, Florida 33935</u>
<u>Elias Guzman Carmona, Sr.</u>	<u>3650 Ft. Adams Ave.</u> <u>LaBelle, Florida 33935</u>

ARTICLE VII

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

Name	Address
Ernesto Carmona, Jr.	400 Lee St., LaBelle, Florida 33935
Elias Guzman Carmona, Sr.	3650 Ft. Adams Ave, LaBelle, Fl 33035

ARTICLE VIII

The initial officers of the corporation are:

President	Ernesto Carmona, Jr.
Vice President	Elias G. Carmona, Sr.
Sec./Tres.	Belinda Carmona

ARTICLE VIII

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

ARTICLE IX


Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Bylaws, A Copy of Which Is On File At This Corporation's Principal Office."


And:

"The Shares Represented By This Certificate Have Been Issued In Reliance Upon Exemptions From the Registrations Provisions Of Federal And State Securities Laws (United States Securities Act of 1933 And The Florida Securities Act). Therefore, The Transferability of This Certificate is Restricted Until It Is Determined By The Corporation That Any Proposed Transfer Will Not Adversely Affect The Exemptions Relied Upon."

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation.


Name: Ernesto Carmona, Jr.

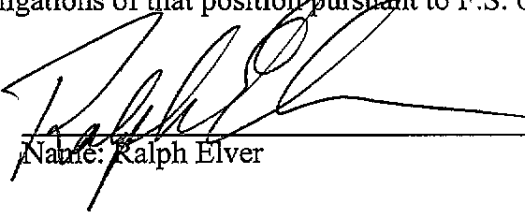
Date April 17, 2001


Name: Elias G. Carmona, Sr.

Date April 17, 2001

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for E&E Citrus Tree Planting, 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: Ralph Elver

Date April 17, 2001

**E&E CITRUS TREE PLANTING, INC.
REGISTERED AGENT DESIGNATION CERTIFICATE**

The undersigned, pursuant to the provisions of Florida Statutes Section 607.325 and as an officer of E&E CITRUS TREE PLANTING, INC., authorized to sign this designation on behalf of the corporation, hereby states:

I.

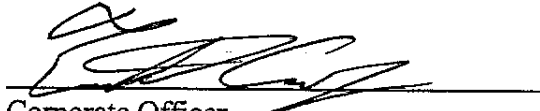
The address of this corporation's registered office, where service of process within the State of Florida may be served upon this corporation's registered agent, shall be:

461 South Main Street, Post Office Drawer 2280,
LaBelle, Florida 33975.

II.

The name of the individual who shall serve as this corporation's registered agent, to accept service of process within the State of Florida, at that address is:

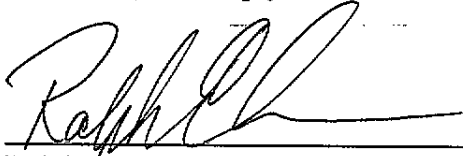
Ralph Elver, Esq.


Corporate Officer

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01 APR 27 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

Having been named as the registered agent, to accept service of process for the above named corporation, within the State of Florida, at the registered office address indicated above, for E&E Citrus Tree Planting, Inc., I hereby accept the designation as the registered agent and agree to act and serve in that capacity on behalf of E&E Citrus Tree Planting, Inc., and I further agree to comply the provisions of all statutes relative to the proper and complete performance of my duties, and particularly to comply with Section 607.325, Florida Statutes.


Ralph Elver - Registered Agent

April 17, 2001
Date