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Bates & Brown, P.A.

Attorneys-at-Law

234 South Main Street ~ Gainesville, Florida 32601

C. Valentine Bates  
D. Ause Brown

Mediation and Arbitration

FILED  
01 MAY 21 AM 10:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Telephone: 352-376-4494  
352-372-4339  
Telefax: 352-376-9171

May 18, 2001

Corporate Records Bureau  
Division of Corporation  
Florida Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

200004273262--6  
-05/21/01--01090--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Gentlemen:

Re: Cedar Key Seed, Inc.

In connection with the above captioned, enclosed please find an original and one copy of the Articles of Incorporation for filing, together with my check in the amount of \$78.75 to cover your fees.

Please return the certified copy to me at the address above.

Thank you for your assistance in this matter.

Yours truly,

C. Valentine Bates  
(Sd)

C. Valentine Bates

CVB/khd

Enclosures

B. BROWN MAY 29 2001

ARTICLES OF INCORPORATION  
OF  
CEDAR KEY SEED, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be CEDAR KEY SEED, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the SECRETARY OF STATE OF FLORIDA, DIVISION OF CORPORATIONS. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of growing, cultivating, harvesting, marketing, and in general engaging in the commercial oyster, clams and fish business and in the transaction of any and all business activities permitted under the laws of FLORIDA and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 shares of common capital stock, par value of \$1.00 each.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered

Articles Of Incorporation Of CEDAR KEY SEED, INC.

office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

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 Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board Of Directors shall be as directed by By-Laws. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are: DOUGLAS WAYNE TELGEN, 1158 Whidden Ave, Cedar Key, Fl 32625 and NANCY MELINDA TELGEN, 1158 Whidden Ave, Cedar Key, Fl 32625.

#### **ARTICLE VIII. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### **ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 1158 Whidden Ave, Cedar Key, Fl 32625.

Articles Of Incorporation Of CEDAR KEY SEED, INC.

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

C. VALENTINE BATES, Esquire  
1511 NW 6th St.  
Gainesville, Fl 32601

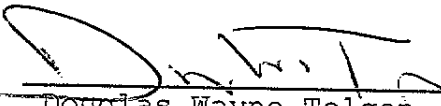
**ARTICLE X. INCORPORATOR**

The name and address of the individual who shall serve as this corporation's incorporator is:

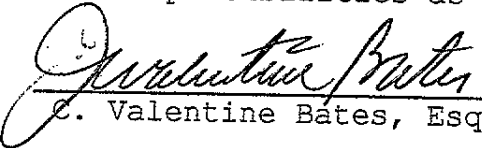
Douglas Wayne Telgen  
1158 Whidden Ave.  
Cedar Key, Fl 32625

**ARTICLE XI. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
\_\_\_\_\_  
Douglas Wayne Telgen, Incorporator

I, the undersigned, am an attorney licensed to practice law in the state of Florida. I hereby accept my designation as resident agent and agree to serve as the resident agent of CEDAR KEY SEED, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for CEDAR KEY SEED, INC.

  
\_\_\_\_\_  
C. Valentine Bates, Esq., Registered Agent

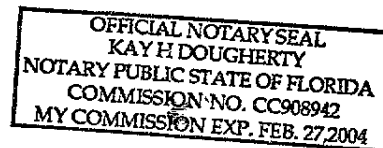
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TALLAHASSEE, FLORIDA

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State Of FLORIDA  
County Of ALACHUA

On May 17, 2001, C. Valentine Bates, designated above as the individual who shall serve as the corporation's initial registered agent and Douglas Wayne Telgen, designated above as the individual who is the incorporator; who are personally known to me, or who each produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of CEDAR KEY SEED, INC.

Kay H Dougherty  
Notary Public



(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)

C:\My Documents\BUSINESS\Cedar Key Seed, Inc. Articles of  
Incorporation

Articles Of Incorporation Of CEDAR KEY SEED, INC.