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February 25, 2002

VIA FEDERAL EXPRESS

200005023292-1-3
-02/27/02-01011-022
*****78.75 *****78.75

Ms. Neysa Culligan
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

Re: Harvest & Fields Growers, Inc.

Dear Neysa:

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 FEB 26 AM 8:23

Enclosed please find the original and one copy of the Articles of Incorporation for the above corporation. Please file the original Articles, **fax me a confirmation of the filing and a copy of the certified copy** of the Articles and return a certified copy to the undersigned at your earliest convenience. The Articles of Incorporation for this corporation must be filed as quickly as possible. Our check in the amount of \$78.75 for the filing fee is enclosed along with a return Federal Express airbill for your convenience in returning the original copy of the certified copy of the Articles of Incorporation to our office.

Should you have any questions regarding this request, please do not hesitate to contact us. Thank you for your "extra" cooperation in this matter. Hope you are having a good day.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE


Pamela J. Henry

Secretary for Fletcher Fleming

:pjh
Enclosures
F1770.00000

W02-5712
BR 2/26

ARTICLES OF INCORPORATION
OF
HARVEST & FIELDS GROWERS, INC.

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
02 FEB 26 AM 8:23

ARTICLE I. - NAME

The name of this corporation is **HARVEST & FIELDS GROWERS, INC.**

ARTICLE II. - PURPOSE

This corporation is organized to conduct a wholesale nursery business and to engage in all businesses incidental thereto and for the purpose of transacting any and all other lawful business.

ARTICLE III. - CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV. - PREEMPTIVE RIGHTS

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

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the corporation is 301 East Ten Mile Road, Pensacola, Florida 32534. The street address of the initial principal office of this corporation and its registered office is 311 East Ten Mile Road, Pensacola, Florida 32534, and the name of the initial registered agent of this corporation at that address is **Louise Gandy**, whose signature hereto constitutes her agreement

to serve as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, and also constitutes her agreement to comply with the provisions of all statutes relative to the proper and complete performance of her duties, and her certification that she is familiar with, and accepts, the obligations of her position as registered agent.

ARTICLE VI. - INITIAL DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

Louise Gandy
301 East Ten Mile Road
Pensacola, Florida 32534

C.R. Campbell
10391 Old Dairy Lane
Pensacola, Florida 32534

ARTICLE VII. - INCORPORATOR

The name and addresses of the persons signing these Articles are:

Louise Gandy
301 East Ten Mile Road
Pensacola, Florida 32534

C.R. Campbell
10391 Old Dairy Lane
Pensacola, Florida 32534

ARTICLE VIII. - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX. - RESTRICTIONS ON TRANSFER OF STOCK

The corporation, and subject to the priority of the corporation, the remaining stockholders of the corporation, shall have a preference in the purchase of any shares of the capital stock of the corporation, and any attempted sale of such shares of stock in violation of this provision shall be

null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgee, assignee, receiver, trustee in bankruptcy or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the Secretary of the corporation, stating the price and terms upon which he desires to sell such stock, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the Secretary of the corporation shall mail a written notice to all of the remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholders or the person in privity with him desiring to sell shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this article, may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this article. Neither the corporation, nor the remaining stockholders (collectively), may exercise their privilege of purchasing as to any shares of stock less than the total number of shares involved in such offer.

ARTICLE X. - INDEMNIFICATION

The corporation shall indemnify any officer or directors, or any former officer or director, to the full extent permitted by law.

ARTICLE XI. - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of February, 2002.

Louise Gandy
Louise Gandy, Incorporator/Resident Agent

C.R. Campbell
C.R. Campbell, Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared **Louise Gandy** and **C.R. Campbell**, Incorporators of **HARVEST & FIELDS GROWERS, INC.**, a Florida corporation, ☒ known to me, or ☐ who have ~~produced~~ as identification, and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 25th day of February, 2002.

Fletcher Fleming
Notary Public
My commission expires: _____

