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March 13, 2002

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*****78.75 *****78.75

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: W. C. Gude Farms, Inc.

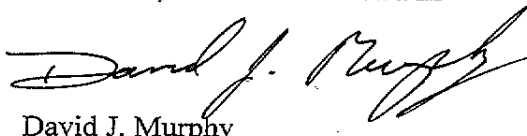
Gentlemen:

Enclosed is an original and one copy of Articles of Incorporation for the above-names corporation. Please file the original certificate and return copy to our office.

Enclosed is a check for the amount of \$78.75 for your fees for filing the Articles and the Registered Agent Certificate, and for certifying the copy.

Sincerely,

GREENFELDER, MANDER,
MURPHY, DWYER & MORRIS



David J. Murphy

DJM/bg

FILED
02 MAR 15 PM 12:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

D. WHITE MAR 21 2002

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**ARTICLES OF INCORPORATION
OF**

W.C. Gude Farms, Inc.

FILED
02 MAR 15 PM 12:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of this corporation is W.C. Gude Farms, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock which shall be designated as "common shares".

Such common stock shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The initial street and mailing address of the principal office of the corporation is 16265 Jessamine Rd., Dade City, FL 33523 The name and address of the initial registered agent of this corporation is:

DAVID J. MURPHY, ESQUIRE
14217 Third Street
Dade City, Florida 33523-3828

ARTICLE V - INCORPORATORS

The names and addresses of the incorporators signing these Articles are:

Walter C. Gude

16265 Jessamine Rd.
Dade City, FL 33523

Barbara A. Gude

16265 Jessamine
Dade City, FL 33523

ARTICLE VI - INDEMNIFICATION

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

ARTICLE VII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto by a majority vote of the shareholders, if shares have been issued; and if not, then by a majority of the directors. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation on the 11th day of March, 2002.

Walter C. Gude
Walter C. Gude

Barbara A. Gude
Barbara A. Gude

STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Walter C. Gude and Barbara A. Gude, known by me to be the persons who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation and who furnished as proof of identification: Florida Driver's License

11th IN WITNESS WHEREOF I have set my hand and seal in the state and county above this day of March, 2002.

ReVae M. Barthle
Notary Public

My Commission Expires:

ARTICLES OF INCORPORATION - 2

ReVae M. Barthle
Notary Public, State of Florida
My Commission Expires Dec. 2, 2005
Com. No DD076014

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
MAR 15 PM 12:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That W.C. Gude Farms, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 16265 Jessamine Rd., Dade City, FL 33523, has named David J. Murphy, whose address is 14217 Third Street, Dade City, Florida 33523, as its agent to accept service of process within Florida.

DATED: 3-13-02

SIGNED: Walter C. Gude
Walter C. Gude

Barbara A. Gude
Barbara A. Gude

ACCEPTANCE

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, the undersigned hereby agrees to act in this capacity; and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

DATED: 3/13/02

David J. Murphy
David J. Murphy
Registered Agent