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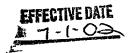
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# ARTICLES OF INCORPORATION

OF

## HOMESTEAD ORGANIC FARMS, INC.

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SECKETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation. For HOMESTEAD ORGANIC FARMS, Inc. for the purpose of forming a Corporation under the laws of the State of Florida:

#### ARTICLE 1 - NAME

The name of the Corporation HOMESTEAD ORGANIC FARMS, INC.

# ARTICLE 11 - DURATION

The corporation is to commence its corporate existence on the date of subscription and acknowledgement of these Articles of Incorporation and shall perpetually exist thereafter until dissolved sooner according to law.

# ARTICLE 111 - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business. The primary purpose of which is to do farming of produce, packing and shipping, and including the shipping of limes and avacados and other fruits and vegetables.

#### ARTICLE 1V - STATED CAPITAL

The corporation is authorized to issue 1000 shares of No Par value common stock

Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the stockholders.

The shares of stock may be issued for such consideration having a value not less than the par value of the shares issued therefore, as is determined from time to time by he Board of Directors, to be paid in whole or in part, in cash or other property, tangible or intangible or in labor or in services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefore has been paid. Thereafter, such shares shall be deemed to be fully paid and non assessable.

# ARTICLE V- BOARD OF DIRECTORS

All Corporate powers shall be exercised by and under the authority of, and the business and

affairs of the corporation shall be managed under the direction of the Board of Directors.

Any and all powers and duties conferred to or imposed upon the Board of Directors, by resolution of the stockholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The Corporation shall have (1) director initially, The number of Directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the Corporation.

The names and street addresses of the initial Directors who shall hold office until their successors, who shall be chosen at the first meeting of the stockholders, have qualified shall be:

NAME

ADDRESS

Danny D. Howard

27450 SW 177th Ave., Homestead, Florida 33031

#### ARTICLE VI

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a Director, to the full extent now or hereafter permitted by law.

#### ARTICLE V11 - BY LAWS

The power to adopt, alter, amend or repeal By Laws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the stockholders if the stockholders provide that such By-Laws shall not be altered, amended, or repealed by the Board of Directors

## ARTICLE -V111 - AMENDMENT

The Corporation reserves the right to amend or appeal any provisions contained in these ARTICLES OF INCORPORATION, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE 1X - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is James E. Tice 16220 SW. 280TH Street Homestead Florida 33031

# ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 27450 SW 177th Ave. Homestead

and the name of the original registered agent of the Corporation at that address is James E. Tice. whose address is 16220 SW 280th Street, Homestead, Florida 33031.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 607.034, Florida Statute, the following is submitted:

First that HOMESTEAD ORGANIC FARMS, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 27450 sw 177<sup>TH</sup> Ave, Homestead Florida 33031 named James E. Tice at 16220 SW. 280th Street, Homestead, Florida 33031 as its agent to accept service of process within the State of Florida.

Signature Signature Title: Incorporator, James E. Tice
Date July 1, 2002

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

IN WITNESS WHEREOF, The undersigned, as incorporator, does hereby Execute these ARTICLES OF INCORPORATION THIS 1st DAY OF July 2002

Incorporator, James E. Tice
Date July 1, 2002