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July 10, 2002

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

500006337635--9
-07/11/02--01063--003
*****78.75 *****78.75

Re: A. Rolle And Sons Citrus, Inc.

Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation for the above-captioned corporation.

Also enclosed is a check in the amount of \$78.75 which will cover the \$35.00 filing fee, \$8.75 fee for certified copy and \$35.00 registered agent fee.


The initial officers of the corporation will be as follows:

ARLINGTON ROLLE
President/Director
1906 Monte Carlo Trail
Orlando, FL 32805

GEORGE A. ROLLE, JR.
Secretary/Director
2637 Pisces Drive
Orlando, FL 32837

KENNETH A. ROLLE
Treasurer/Director
6440 Abbeydale Court
Orlando, FL 32818

Sincerely,


John M. McCormick
JMM/bmh
enclosures

1007-20/99
R. A. Rolle
can Act. II
7/23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUL 11 PM 2:46

FILED



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 12, 2002

JOHN M. MCCORMICK, P.A.
501 EAST CHURCH STREET
ORLANDO, FL 32801

SUBJECT: A. ROLLE AND SONS CITRUS, INC.
Ref. Number: W02000020199

We have received your document for A. ROLLE AND SONS CITRUS, INC..
However, the document has not been filed and is being returned for the following:

Please complete Article(s) II.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

*Certificate of Designation
enclosed*

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 202A00043336

ARTICLES OF INCORPORATION
OF
A. ROLLE AND SONS CITRUS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

NAME

The name of this corporation is A. ROLLE AND SONS, INC. The principal place of business of the corporation shall be located at 1906 Monte Carlo Trail, Orlando, FL 32805.

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing on July 7 , 2002.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of picking, harvesting, transporting and selling at both wholesale and retail levels, all types of citrus fruit and related products and to do all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects or for the exercise of any of the powers herein set, whether herein specified or not, either alone in this State or throughout the United States, and elsewhere, and to do any other act or acts, thing or things, incidental or pertinent to or connected with the business hereinbefore described, or any part or parts thereof, if not inconsistent with the laws under which this corporation is organized.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock with a par value of One Dollar (\$100.00) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1906 Monte Carlo Trail, Orlando, FL 32805, and the name of the initial registered agent of this corporation at that address is ARLINGTON ROLLE.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

ARLINGTON ROLLE, 1906 Monte Carlo Trail, Orlando, FL 32805
GEORGE A. ROLLE, JR., 2637 Pisces Drive, Orlando, FL 32837
KENNETH A. ROLLE, 6440 Abbeydale Court, Orlando, FL 32818

ARTICLE VII

INCORPORATORS

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

ARLINGTON ROLLE, 1906 Monte Carlo Trail, Orlando, FL 32805
GEORGE A. ROLLE, JR., 2637 Pisces Drive, Orlando, FL 32837
KENNETH A. ROLLE, 6440 Abbeydale Court, Orlando, FL 32818

ARTICLE VIII

BYLAWS

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

ARTICLE IX

PROVISIONS FOR REGULATION OF THE CORPORATION'S INTERNAL AFFAIRS

Section 1. Meeting of Shareholders and Directors. Meetings of the shareholders and directors of this corporation may be held either within or without the State of Florida at such place or places as may from time be designated in the code of bylaws or by resolution of the board of directors.

Section 2. Code of Bylaws. The initial code of bylaws of this corporation shall be adopted by its board of directors. The power to amend or repeal the bylaws or to adopt a new code of bylaws shall be in the shareholders, but the affirmative vote of majority of the shares outstanding (or their proxies) shall be necessary to exercise that power. The code of bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Florida Statutes and these Articles of Incorporation.

Section 3. Contracts in Which Directors Have an Interest. No contract or other transaction of this corporation with any person, firm or corporation or no other contract or other transaction in which this corporation is interested shall be invalidated or affected by (a) the fact that one or more of the directors of this corporation is interested in or is a director or officer of another corporation, or (b) the fact that any director, individually or jointly with others may be a party to or may be interested in the contract or transaction; and each person who may become a director of this corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with this corporation for the benefit of himself or any firm, or corporation in which he may be interested.

ARTICLE X

INDEMNIFICATION

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 XI

PREEMPTIVE RIGHTS OF SHAREHOLDERS

Every shareholder, upon the sale of any new stock of this corporation, 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.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executed these articles of incorporation and certifies to the truth of the facts herein stated this 7th day of July, 2002.

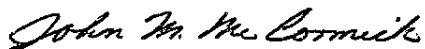

ARLINGTON ROLLE


GEORGE A. ROLLE, JR.


KENNETH A. ROLLE

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 7th day of July, 2002 by ARLINGTON ROLLE, GEORGE A. ROLLE, JR. and KENNETH A. ROLLE, who have each produced their Florida Driver's Licenses as identification and who did take an oath.


John M. McCormick
Notary Public, State of Florida
My commission expires: 05-11-04
My Commission No. CC912620



John M. McCormick
MY COMMISSION # CC912620 EXPIRES
May 1, 2004
BONDED THRU TROY FAIN INSURANCE, INC

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

The name of the corporation is: A. ROLLE AND SONS CITRUS, INC.

The name and address of the registered agent and office is:

ARLINGTON ROLLE
1906 Monte Carlo Trail
Orlando, FL 32805

Signature

Arlington Rolle
ARLINGTON ROLLE

Title: President

Date: July 7, 2002

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Arlington Rolle
ARLINGTON ROLLE

DATE: July 7, 2002

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SECRETARY OF STATE
TALLAHASSEE FLORIDA