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MARGARET A. WHARTON, P.A. ATTORNEY AT LAW

TELEPHONE (407) 365-7193 FAX (407) 366-0776 EMAIL: maw@mawharton.com

STREET ADDRESS
456 SOUTH CENTRAL AVENUE
OVIEDO, FLORIDA 32765

MAILING ADDRESS
POST OFFICE BOX 621172
OVIEDO, FLORIDA 32762-1172

January 19, 2005

DEPARTMENT OF STATE Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: C.O.D. Trees II, Inc.

To Whom it May Concern:

Enclosed please find the original Articles of Incorporation for the above listed entity, along with the signed Designation of Registered Agent and a check in the amount of \$78.75, to cover all necessary filing fees.

Should you have any questions regarding this matter, please do not hesitate to contact our office. Thank you, in advance, for your cooperation.

Lisa C. Wharton

Enc: as noted

ARTICLES OF INCORPORATION OF

C.O.D. TREES II, INC.

The undersigned, for the purpose of forming a corporation pursuant to the Florida General Corporation Act, Chapter 607, Florida Statutes, certifies:

ARTICLE I

NAME

The name of the corporation is C.O.D. TREES II, INC. The principal office is located at 505 South Stone Street, Oviedo, Florida 32765 and the mailing address of this corporation is 505 South Stone Street, Oviedo, Florida 32765.

ARTICLE II

DURATION

The duration of this corporation shall be perpetual.

ARTICLE III

PURPOSE

The general purpose and objective of this corporation is agricultural services and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV

CAPITAL STOCK

The capital stock of this corporation shall be divided into One Thousand (1000) shares of common stocks with a par value of \$1.00 per share.

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ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The Registered Agent of this corporation is MARGARETA. WHARTON. The street address of the registered office of this corporation is: 456 South Central Avenue, Oviedo, Florida 32765.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be one (2), to-wit:

CHRISTOPHER ANDERSON 505 South Stone Street Oviedo, FL 32765

> JACK CAMPBELL 505 South Stone Street Oviedo, Florida 32765

ARTICLE VII

INITIAL OFFICERS

The initial officers of this corporation shall be:

CHRISTOPHER ANDERSON-President

JACK CAMPBELL- Vice President, Secretary, Treasurer

ARTICLE VIII

INCORPORATORS

The name and address of the subscriber to these Articles of Incorporation is:

CHRISTOPHER ANDERSON 505 South Stone Street Oviedo, Florida 32765 IN WITNESS WHEREOF, the subscriber to these Articles of Incorporation has set his hand and seal this day of January, 2005.

CHRISTOPHER ANDERSON

STATE OF FLORIDA COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, CHRISTOPHER ANDERSON who is personally known by me and who acknowledged before me the execution of the foregoing Articles of Incorporation of C.O.D. TREES II, INC. as his free and voluntary act for the uses and purposes set forth and expressed herein.

WITNESS my hand and official seal this day of January, 2005.

Commission DD174491

(SEAL)

Printed:

NOTARY PUBLIC-STATE OF FLORIDA

CERTIFICATE DESIGNATING REGISTERED OFFICE FOR SERVICE OF PROCESS WITHIN THIS STATE AND NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

<u>ACKNOWLEDGMENT</u>

Having been named as Registered Agent to accept service of process for the corporation at the place designated in these Articles of Incorporation as the registered office of said corporation, I hereby accept the responsibility to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said registered office.

MARGARETA, WHARTON

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