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FLORIDA PROFIT CORPORATION OR P.A.  
SHABO/CARTER FARMS, INC.  
THE INNFIELDS, INC.

|                       |         |
|-----------------------|---------|
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PAGE 001/001

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p.2



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

April 7, 2005

DAVID R. CARTER, P.A.

SUBJECT: THE INNFIELDS, INC.  
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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
SHABO/CARTER FARM, INC.**

The undersigned, acting as incorporators, hereby adopts these Articles of Incorporation and forms a corporation (the "Corporation") under the laws of the state of Florida, as follows:

**ARTICLE I - NAME**

The name of this corporation is **SHABO/CARTER FARM, 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 - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

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**ARTICLE V - INITIAL OFFICERS**

The names and addresses of the initial officers shall be:

| NAME & ADDRESS                                                     | TITLE                                    |
|--------------------------------------------------------------------|------------------------------------------|
| Michael Shabo<br>5308 Spring Hill Drive<br>Spring Hill, FL 34606   | President                                |
| David R. Carter<br>5308 Spring Hill Drive<br>Spring Hill, FL 34606 | Vice-President<br>Secretary<br>Treasurer |

**ARTICLE VI - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash 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.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The Registered Agent of this corporation and the street address of the initial principal and registered office of this corporation is David R. Carter, 5308 Spring Hill Drive, Spring Hill, FL 34606.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

The corporation shall have two (2) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the bylaws of the corporation; however, there shall never be less than one Director nor more than five. The names and

H050000836943

H050000836943

addresses of the initial Board of Directors of the corporation are:

|                                                                         |                                                                           |
|-------------------------------------------------------------------------|---------------------------------------------------------------------------|
| <b>Michael Shabo</b><br>5308 Spring Hill Drive<br>Spring Hill, FL 34606 | <b>David R. Carter</b><br>5308 Spring Hill Drive<br>Spring Hill, FL 34606 |
|-------------------------------------------------------------------------|---------------------------------------------------------------------------|

**ARTICLE IX - INCORPORATOR**

The name and address of the incorporator signing these articles of incorporation is:

**David R. Carter**  
5308 Spring Hill Drive  
Spring Hill, FL 34606

**ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify any Officer or Director 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 amended thereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 6<sup>th</sup> day of April, 2005.

  
\_\_\_\_\_  
**DAVID R. CARTER**  
Incorporator

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H050000836943

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above stated corporation, at the place designated herein, 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.

Dated: April 6, 2005

  
\_\_\_\_\_  
**DAVID R. CARTER**  
Registered Agent

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